OH, THE PLACES YOU'LL GO!

By Dr. Seuss

JIM/BOB/PEG REVISED DRAFT

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WE OPEN ON:

A BLACK SCREEN. We hear the vaguest hint of an enormous MAJOR CHORD. In the center of the screen, the blackness begins to give way to a rich Blue Nebula; a background against which first one, then several pinpoints of white light sparkle.

The background CHORD gradually swells in timbre and volume until it sounds as if every voice and instrument in creation is a component.

The pinpoints of light extend to a breathtaking star field of endless space. A brilliant streak of starry YELLOW LIGHT arcs away from camera into the infinite distance accompanied by the sound of a child's laughter and a crystalline musical note.

A streak of starry BLUE LIGHT arcs from another direction toward camera <u>from</u> the infinite distance. Growing huge as it passes, it is accompanied by a different child's laughter and a HARMONIC MUSICAL NOTE.

A streak of starry RED LIGHT arcs from another direction in an eccentric path and exits O.S. A slightly wicked child's laughter and a raspy musical note come and go with it.

DISSOLVE TO:

ANOTHER VIEW of infinite space. A beautiful, other worldly universe of STARRY BEINGS made of music and light.

CAMERA PANS; Across the vast expanse as thousands and thousands of SPIRITS OF LIGHT zoom playfully across Space. The background MAJOR CHORD takes on an angelic choral harmony.

A YELLOW STARRY BEING and a BLUE STARRY BEING streak toward one another across Space, laughing and singing. They touch with a musical PING/CHORD and careen off into spiral patterns and rainbows.

A DEEP RED STARRY BEING streaks through the beautiful patterns and scatters them, laughing, singing and CLUNKING with each contact.

DISSOLVE TO:

ANOTHER VIEW:

As CAMERA PANS THROUGH THE UNIVERSE, we see various STARRY BEINGS forming amorphic shapes of light and beginning to "play" in pairs and groups. The BEINGS are able to change themselves

into Seussian versions of anything they choose. We eavesdrop on their play, focusing on the three SPECIFIC BEINGS who will become the main characters of our story. Their light is brighter than the others and they are the THREE PRIMARY COLORS:

A YELLOW STARRY BEINGS (OUR BOY) dives into a puddle-shaped BLUE STARRY BEING (MIGGLES) who splashes up to become the diver. The two continue exchanging roles until a RED STARRY BEING (SNEAKY) executes a cosmic "cannon ball" and scatters the others with laughter and singing.

The YELLOW BEING forms an intricate plant form and the BLUE BEING surges through it and "blossoms" into flower-like shapes. The RED BEING winds around the others like jagged abstract thorns, laughing and clunking away.

The BLUE BEING re-forms into a ring shape and the YELLOW BEING streaks through it to form a starry "soap bubble." The RED BEING streaks through the ring and the bubble to form a funny/scary amorphic "dragon" which frightens all three into abandoning form.

As the play continues, one white star grows brighter in the background field. It is either growing or coming toward us. Unnoticed at first by the STARRY BEINGS, it continues gaining in size. It becomes a multi-faceted jewel of colored light and soon, all of the STARRY BEINGS stop playing and gather to "watch" it. Growing and growing as it approaches, it reveals itself to be the breathtaking, twinkling City-Star HOOBER-BLOOB STATION. The STARRY BEINGS are drawn to it like moths to a flame.

It is massive, now, floating in Space. The STATION is a beehive of irridescent activity.

The STARRY BEINGS pour over the transparent domes of the ever-growing asteroid. It is irresistable, and they must get in! They are dwarfed by the sheer magnitude of the twinkling apparition. Great stone arches rise thousands of feet above the surface, city-like activity. Below the surface, equally spectacular stone shapes reach downward like jeweled stalagtites.

The deep rumbling sound of the station "completes" the MUSICAL CHORD.

The STARRY BEINGS find an entrance -- a kind of "receiver" -- and pour into the Station with delighted giggles and song: first, BLUE LIGHT; then YELLOW; then RED. They are followed by countless others.

CUT TO:

INT. HOOBER-BLOOB STATION;

CAMERA PANS SLOWLY across a giant Seussian combination of General Motors and Disneyland as the STARRY BEINGS flow into giant, transparent tanks -- the first step in the Rube Goldberg mechanical transformation process of becoming human babies and being born.

The music changes to a "Mozartian" celebration of order in the same key. (This is the beginning of our opening musical number "Perfection.")

We hear a too-pleasant, over-modulated MALE VOICE coming from an enormous loud speaker system a la Disneyland.

MALE ANNOUNCER (V.O.)
Welcome...to Hoober-Bloob Station...
Gateway to your...Life...on Earth.

Manning the Seussian amalgam of machinery, pipes and comic apparatus which makes up the assembly line are an assortment of HOOBER-HELPERS. These are benign looking, heart-warming, Seuss impressions of secretaries, manual laborers and errand boys all filled with joy and love for their work. Everyone smiles as they go about their jobs.

MALE ANNOUNCER (continued V.O.)
Your exciting journey...along the
Hoober-Bloob..."Highway to Life"...
begins here...

CUT TO:

GIANT TRANSPARENT HOLDING TANK;

The first male HOOBER-HELPER is operating controls which comically compress the gaseous STARRY BEINGS into glowing, undulating BABY-SHAPES. He begins a vocal solo over background Mozart "Perfection" theme.

PAN WITH ACTION along conveyor as:

Second HOOBER-HELPER creates a duet while operating his controls which "pat" the glowing PROTO-BABIES "dry" with giant powder puffs.

CONTINUE PANNING along as:

Third HOOBER-HELPER starts singing, creating a trio as his machine gently lifts BABIES and places them into moving cartoon amusement-park cars shaped like Seussian preambulators.

MALE ANNOUNCER (V.O. cont.)
Please select... Boy... or Girl...
now.
For "Boy"... press one...

Fourth and fifth HOOBER-HELPERS create quartet and then quintet as they guide BABIES along the conveyor.

MALE ANNOUNCER (V.O. cont.)
... for "Girl"... press two...

ANOTHER ANGLE;

BABIES press appropriate buttons as their CARS SEPARATE ACCORDINGLY ONTO TWO PATHS of the "ride."

MALE ANNOUNCER (V.O. cont.)
... for "other"... press...

M.C.U.

Sixth HOOBER-HELPER; cuts off announcer as he adds his voice to the growing fugue extolling the virtues of mechanical perfection.

SHOT WIDENS TO REVEAL:

Smiling, blue-glowing MIGGLES-BABY cheerfully riding along as her CAR CLEARS "Y" INTERSECTION AND ANGLES O.S. followed by:

Clearly uncomfortable, agitated, yellow-glowing BOY-BABY squirming as his CAR PASSES INTERSECTION ONTO ALTERNATE PATH AND ANGLES CLOSE TO CAMERA. BOY-BABY nervously looks toward O.S. MIGGLES-BABY as CAR ANGLES O.S. followed by:

Red-glowing SNEAKY-BABY, grinning wickedly as his CAR PASSES INTERSECTION. He cranes his head clear around looking for trouble.

VARIOUS SHOTS ALONG THE CONVEYOR all operated by singing HOOBER-HELPERS and announced comically "straight" by ANNOUNCER. We focus primarily on OUR THREE MAIN CHARACTERS with countless other babies in background:

HOMETOWN SELECTION SPINWHEEL; A carnival-like wheel filled with

small towns, big cities and their appropriate countries...a jolly BARKER-LIKE HOOBER-HELPER spins the wheel, selects a place, then attaches a label to the babies as if they were U.P.S. packages. He then lovingly pats them on the head and sends them onward.

BODY-TYPE COMPRESSOR; An assortment of mechanical jello-molds in various body-types which, upon selection by BABIES, further distinguish them from one another.

PERSONALITY INJECTOR; A series of comic faucets, atomizers, turkey basters and benign hypodermics which infuse the ever-developing BABIES with chosen personality traits, talents and desires. We see the results as corresponding comic expressions, accessories, physical characteristics, etc.

As the blue MIGGLES-BABY passes each phase, we see her thoughtfully make her selections like a well prepared student taking an exam. She selects quickly, confidently then watches all around her in eager fascination and awe. She likes each new addition to her "personhood" and nods approvingly.

Some of her choices include: to be intelligent; a traveller/explorer; an avid reader (glasses); a dreamer.

The red SNEAKY-BABY appears more interested in trying either to "fool" the ride or break it outright, rather than to seriously select his life choices. This results in humorous or altogether missed selections. He chooses to be a brat, an anarchist who is funny, insolent and who hates work.

In contrast to the MIGGLES-BABY, the SNEAKY-BABY rocks his car violently trying to force it off the track. He tries to crawl out and must be replaced by giant, white mechanical Seuss-Hands and warned by:

ANOTHER ANNOUNCER (V.O.)
Please keep arms and legs inside car at all times... Thank you.

The yellow BOY-BABY grows increasingly uncomfortable with the idea of being born. Specifically, his difficulty in making choices (which he obviously views as restrictions) begins to comically affect his very character as he evolves along the "ride." He attempts to press more than one button at a time or, unable to decide between two options, fails to choose either.

As the "Perfection" song builds to a full choral and orchestral climax, we reach the FORGETITRON; a kind of star-baby car wash manned by several HOOBER-HELPERS.

As MIGGLES' car approaches, she listens attentively to her instructions.

MALE ANNOUNCER (V.O.)
In order to make your life experience complete... you will now erase all memories prior to this birth.

MIGGLES' car pauses momentarily. She seems fascinated.

MALE ANNOUNCER (V.O. cont.)
(rehearsed, reassuring laugh)
...and don't worry, you may reclaim your memories at the Information Center when your life-on-Earth is complete.(pause) On behalf of the entire Hoober-Bloob Station and all of the happy Hoober-Bloob Helpers, thank you... And have a wonderful life.

MIGGLES smiles eagerly, patting her hands together.

MALE ANNOUNCER (V.O. cont.)
Please press..."erase"...now.

MIGGLES presses button and enters car wash. She exits wearing a cheerfully blank expression.

MALE ANNOUNCER (V.O. cont.)
Thank you.

MIGGLES' car moves ahead to a final departure area where the STAR BABIES wait in various lines to descend the Hoober-Bloob Highway toward human birth. In the background, we see countless glowing babies on their way down the various paths into infinite distance toward Earth.

ANGLE ON SNEAKY'S CAR;

SNEAKY is facing backward, trying to dislodge something in his car.

MALE ANNOUNCER (V.O.)
(exactly as before)
...Erase all memories prior to this birth.

SNEAKY listens, looks "back" at car wash, then grins. He doesn't want to miss an opportunity to do something really weird.

MALE ANNOUNCER (V.O. cont.)
(exactly as before)
...and don't worry...

ANGLE ON BOY'S CAR;

It WINDS ALONG CONVEYOR as BOY strains to hear the announcement from up ahead.

MALE ANNOUNCER (V.O. cont.)
...You may **reclaim** your memories at the Information Center when your life-on-Earth is complete. On behalf of the entire Hoober-Bloob Station and all the happy Hoober-Helpers, thank you and...

BOY "takes" as he realizes where this whole thing is going. He looks around like a cornered rabbit for a way out. He looks ahead again.

P.O.V.

SNEAKY backward in car, grinning. The "wheels" are turning.

MALE ANNOUNCER (V.O. cont.)
...Have a wonderful life. (pause)
Please press..."erase"...now.

Using his foot, SNEAKY presses the button in the front of his car. He enters car wash and disappears into colored steam and rollers. After a beat, he exits car wash. He has a pleasant lobotomized expression. He turns absently and sits facing front.

M.C.U.;

BOY, eyes like white saucers. He cranes around in his seat.

P.O.V. BACK ALONG "RIDE"

Car after car coming toward Boy. Various BABY-TYPES awe-struck and enjoying the ride.

MALE ANNOUNCER (V.O.)
(exactly as before)
In order to make your life experience complete... you will now erase all memories prior to this birth.

CLOSE-UP,

BOY turns to face front, glazed like a condemned convict.

MALE ANNOUNCER (V.O. cont.)
(laugh) ... And don't worry, you may reclaim your memories at the Information Center...

BOY looks around and up.

P.O.V.

LONG UP-SHOT of countless BABIES in cars winding along arcing pathways.

MALE ANNOUNCER (V.O. cont.)
...when your life-on-Earth is complete.(pause) On behalf...

CLOSE SHOT OF BOY looking down the other direction.

MALE ANNOUNCER (V.O. cont.)
...of the entire Hoober-Bloob Station...

P.O.V. DOWN-SHOT of Hoober-Bloob Highway(s) spiraling down into infinite distance with glowing babies descending mechanically.

MALE ANNOUNCER (V.O. cont.)
...and all of the happy...

CLOSE-UP,

BOY'S FACE DARTS IN ALL DIRECTIONS.

QUICK SHOTS:

Smiling HOOBER-HELPERS in benign comic mid-actions.

MALE ANNOUNCER (V.O. cont.)
... Hoober-Helpers, thank you... And have a wonderful life.

CLOSE SHOT ON BOY as he turns to face camera. He "sees" Armageddon.

MALE ANNOUNCER (V.O. cont.)
Please press... erase ...

FAST TRUCK-IN TO EXTREME CLOSE-UP ON BOY'S terrified expression.

MALE ANNOUNCER (V.O. cont.)
(echoing into soupy repetition)
...press erase... press erase...
...life-on-Earth... press erase...
...life-on-Earth...

BOY anticipates, then screams from the bottom of his heart, shattering the climactic "Perfection" song.

BOY
NNNooooooo...

WIDER, NEAR JUMP-CUT OF BOY

BOY (cont.)
...oooooo...

LONG DOWN-SHOT OF BOY IN CAR. We see details of the ride before and after him. Machinery and HOOBER-HELPERS.

BOY (cont.)
...oooo...

EXTREME LONG SHOT;

BOY AND CAR dwarfed by Hoober Station interior.

BOY (cont.)(echoing -- slow decay)
...oooo!!!

GOD-SHOT

HOOBER-BLOOB STATION

BOY'S VOICE decays into silence.

A WHISTLE BLOWS!

AN ALARM SOUNDS!

INT. HOOBER-BLOOB STATION

SERIES OF SHOTS

We see the shocked expressions of the HOOBER-HELPERS as the machinery begins to back up. Steam hisses from ruptured pipes. There is a feeling of enormous momentum as massive drive gears leave their bearings and crash into delicate equipment. The BABY-CONVEYOR backs up in a great boxcar effect. Giant booms with Seussian armatures swing wildly overhead and crash into

transparent tanks and tubing. Cars with BABIES derail comically.

CUT TO:

LONG CORRIDOR

MEDIUM CLOSE SHOT

MR. HOOBER-BLOOB walks determinedly toward screen as CAMERA DOLLIES BACK with him. He is a gentle-looking old coot; bald with an insane explosion of white hair on the sides. An ornate white moustache dominates his face. He is clearly agitated by what he is reading on the sheaf of odd papers in his hand. A pre-recorded announcer admonishes the Station to keep calm and not to panic. His ASSISTANT WALKS HURRIEDLY beside him, double-stepping to keep up. He carries more papers, handing them to his harried boss one at a time. He has a calming effect on HOOBER-BLOOB who is near overload but clearly "in-charge." They walk past wreckage, hissing pipes and scattered debris as various HOOBER-HELPERS CRISSCROSS their path.

HOOBER-BLOOB
(reading; grimly to Assistant)
Oh boy...This is bad...This is ghastly, it's grim...

PASSING HOOBER-HELPER (V.O. shooting O.S.)
...And the Hometown Selection Wheel's
torn limb from limb!

HOOBER-BLOOB
(continuing to Assistant as he reads)
...the **idea**! It's unheard of!
So surely absurd
I'm sure that's the reason
it's never occurred
in a forteen-bajillion-and-four-year career
that one little boy
could destroy the whole shmear!

HOOBER-BLOOB AND ASSISTANT ANGLE OFF through the wreckage and chaos.

ANOTHER ANGLE: EXT. HOOBER-BLOOB'S OFFICE

HOOBER-BLOOB AND ASSISTANT enter office. ASSISTANT glances both ways down corridor and closes the huge doors behind them.

INTERIOR

HOOBER-BLOOB'S OFFICE; phones ring, red lights flash and buzzers buzz.

HOOBER-BLOOB, still reading the various reports, telexes, memos and scraps of paper as he walks. He reaches a panoramic window and looks out and down on the pandemonium below.

P.O.V. DOWN-SHOT; HOOBER-BLOOB STATION THROUGH WINDOW

A row of HOOBER-HELPERS sitting at radar scopes silently shout into microphones and furiously work Seussian controls. They keep glancing upward into the distance.

BACK TO HOOBER-BLOOB as he looks up at what HOOBER-HELPERS were looking at.

P.O.V. SPACE

STARRY BEINGS are "stacked up" overhead like planes in a holding pattern.

ANGLE ON HOOBER-BLOOB

He turns away from window, running his hand over his aching head.
He walks to a small table with an odd monitor/keyboard.
He places papers on table and begins typing commands.
ASSISTANT watches nervously. A too-pleasant , over-modulated FEMALE VOICE answers.

FEMALE VOICE (V.O)
System out of balance...
Overall damage data unavailable.
For Receiving and Processing Decks, press...one.

HOOBER presses a key.

CUT TO:

INT. ENTRANCE TO STATION

Utter mayhem with broken glass tanks, various streams of colored steam. HOOBER-HELPERS running everywhere. A phone with a red light flashing goes unnoticed.

FEMALE VOICE (V.O. cont.)
System out of balance.
Damage data incomplete.
For Transport, press...two.

CAMERA PANS DOWN through descending levels of disaster. Each lower level is more crude and basic in function than the one above it.

FEMALE VOICE (V.O. cont.)
System out of balance.
Damage data incomplete.
For Engineering, press...three.

CONTINUE PANNING down into darker structural steel beams. Massive pistons, gears and axles -- all askew and steaming. Muscular HOOBER-HELPERS try to pry a huge beam off of a broken drive wheel. Unanswered phone flashes red light.

FEMALE VOICE (V.O. cont.)
System out of balance.
For...

ANGLE ON HOOBER-BLOOB

He stabs a finger at the keyboard cutting off voice.

FEMALE VOICE (V.O. cont.)
System out of balance.
For...

Another frustrated press of a button by HOOBER-BLOOB.

FEMALE VOICE (V.O. cont.)
System out of balance.
For religious counseling, press...nine.

HOOBER-BLOOB pokes at the thing.

CUT TO:

STRUCTURAL IRON CATHEDRAL ARCHES.

Chaotic crowd of HOOBER-HELPERS milling and squeezing at opening.

FEMALE VOICE (V.O. cont.)
We're sorry, all available lines
are in service.
When all else fails, press...zero.

CAMERA PANS DOWN another level to the absolute bowels of the station. Dark iron boilers, silent dripping and no windows are the order here. CAMERA SLOWS TO A STOP at an unassuming closet door. It is ajar.

CAMERA BEGINS A SLOW TRUCK-IN through door to a dark, dank office which resembles steerage on a tramp steamer. Iron pipes cross the ceiling and one wall is the partial circumference of a giant boiler. The only color is a bright blue umbrella hanging from an ornate wooden stand. (We may or may not notice it's plugged into a battery charger.)

A large desk occupies the center of the room. It is littered with cans, wrappers, a lava light and a number of crossword puzzles. A telephone sits flashing off to one side. It rings politely. Across the desk from us sits an overstuffed chair, its back to the CAMERA. Above it is visible the familiar striped top of the CAT-IN-THE-HAT'S HAT.

We hear the unabashed snoring of deep sleep. CAMERA DOLLIES AROUND DESK, pivoting on the flashing phone, to reveal the quintessentially smug, smiling CAT-IN-THE-HAT sound asleep with his feet up on a bookshelf.

CUT TO:

ANGLE ON HOOBER-BLOOB

His building frustration seems focused on the key that his normally delicate finger is mashing. He clutches a "goose-neck" microphone in his other hand. As more time passes, he begins twisting it, choking it slowly.

HOOBER-BLOOB
(sarcastically)
Of Course! He's not there!
The **one** time we need him.
How long has it been? Sheesh!
You'd think we mistreat him.

(to his Assistant)
Bring me the file on The Cat-in-the-Hat!

(solemnly to himself)
I'm afraid that it's time for the "Brat Diplomat."

(shaking his head)
I stare and I swear
I don't know how he does it.
He'll shrug and then give you
a smug "just because." It's
in the **umbrella**! That's it.
It's the magic!
There's something unfair
and inherently tragic

when someone as shiftless
and giftless as that
is our one final hope.
Ahh...but that's where it's at.
He's skilled with the strongest-willed
children, that's that!
Just bad luck we're stuck
with the Cat-in-the-Hat!

He pauses for a quiet beat, then quickly turns his attention to the microphone, wrenching it to his mouth.

HOOBER-BLOOB
(shouting)
Now PICK UP THAT PHONE
you...

CUT TO:

SHOT: PAST FOREGROUND PHONE TO CAT still sleeping, the RECEIVER is starting to jiggle with HOOBER-BLOOB'S tirade but all we hear is the unintelligible muffled garble of his voice in continuing meter.

HOOBER'S VOICE
(muffled and small)
mm mm mm mm
va mm uh nuh mm nuh or look out below!
mm mm uh nuh muh nuh muh nuh nuh...

The RECEIVER leaps clear off the phone, the earpiece forming lips and mouthing HOOBER-BLOOB'S partial line into Cat's ear. It falls in place.

CAT WAKES with a start, scrambles and answers phone.

CAT
(sweetly - as if it must be a "special" friend)
Hell -- lloooo?

He languidly anticipates a different voice, then suddenly snaps to attention, stuttering and stammering.

CAT
(sputtering)
N-N-...No need to shout, sir;
No need to chastise... (pause, listening)
If you'll just let me get
one wee word in there edgewise...
(breaks rhyme) I... Uh... Well no. I didn't.

CAT stretches to look out tiny, grimey porthole. He is shocked by what he apparently slept through.

CAT (cont.)
(quietly to himself) Oh dear! (to Hoober)...No, it's clear!
No, there's no need to yell... Uh...
Fact is, it's a fact.
And in fact I'm your fella!

CAT starts writing furiously, phone on shoulder.

CAT (cont.)
Yeah, uh huh... Yeah, uh huh,
No, huh uh ... Yeah. Well, uh...
I'll be up in a... Yup!
Let me grab my umbrella!

CAT hangs up. He starts to run but a crossword puzzle catches his eye. He leans over table, pencil raised; pauses; shakes his head and starts for the door. He grabs his umbrella, checks himself smartly in the mirror and exits. (pause) He re-enters, grabs a shish-kabob from fridge and exits again, eating.

CUT TO:

EXT. HOOBER-BLOOB ELEVATOR;

CAT enters transparent elevator which glides up through the myriad levels and passageways of Hoober Station. He nibbles shish-kabob.

CAT calmly but solemnly watches half-baked BABIES stopped in mid-journey looking curiously about them. Everything has clearly been stalled by the Boy's decision. CAT is a bit awed by what he sees.

CAT
(to himself)
He was right... (pause) (he looks around)
This is rough...
This is serious stuff!

CAT pauses, picking teeth with pinky, as elevator silently zooms upward revealing a more aerial view of the extent of the Boy's damage. Everywhere HOOBER-HELPERS carrying armloads of BABIES scurry in all directions.

CAT
Not just **one** of those tricks
that you fix off the cuff!

EXT. DEPARTURE AREA

The elevator stops and the doors open. CAT exits elevator. The last of the "cleared" BABIES have gone down the chutes. SNEAKY sits in front of a departure opening in his car, prying at it with a small scrap of metal. MIGGLES, in front of another opening, crawls around her car picking up papers and postcards. Though pleasantly unaware of any "history", they are **very** aware that something awesome has happened and that "Boy in the yellow over there" seems to be the reason.

A short distance away at the steaming entrance to the FORGETITRON stands a cluster of HOOBER-HELPERS surrounding the catatonic BOY.

CAT calmly walks through scene using his umbrella as a jaunty walking stick.

CAT
(to himself)
All of my calls
up 'till now have been nice.

He walks past SNEAKY and nonchalantly grabs prybar with a flourish.

CAT (cont.)
Puppy dog's tails...

He passes MIGGLES, stopping briefly to bend down and pick up the rest of her papers. He hands them to her and gently pats her on the head. Their eyes meet for a moment.

CAT (cont.)
... Sugar and spice ...

MIGGLES glances at O.S. BOY with concern. CAT stands and walks toward the FORGETITRON.

CAT (cont.)
Kids stuck inside
in the rain and the snow;
small fry that I
entertained with a show.
But this one is different
a real 9-1-1...

CAT reaches gathering of HOOBER-HELPERS. They separate as CAT bends down into:

CLOSE-UP BOY AND CAT

Cat ever-so-gently places his index finger under Boy's gaping "No!" mouth and closes it.

CAT (cont.)
...So this must be little
Attila the Hun!

CUT TO:

INT. HOOBER-BLOOB'S OFFICE

HOOBER AND ASSISTANT pouring over charts and diagrams on long table.

We hear a familiar, jaunty tap at the door:
(S.F.X.) Tap tap ta-tap tap...

ASSISTANT looks up at HOOBER-BLOOB sickly. HOOBER'S expression sours. He rolls his eyes and hisses quietly:

HOOBER-BLOOB
(flatly)
Come in.

HOOBER-BLOOB looks back down at the diagrams on the table. He draws a breath to speak.

(S.F.X.) KNOCKING: Tap tap ta-tap Tap... (a bit louder)

We hear the muffled WHISTLING of a brisk Brandenburg Concerto.

ASSISTANT smiles weakly and whimpers. HOOBER-BLOOB'S head drops in exasperation. ASSISTANT scurries O.S. toward door. We stay on HOOBER-BLOOB. He deliberatly picks up a pencil staring at it with angry crossed eyes.

HOOBER
(contained, through his teeth)
How can this be?
Between hither and yon
there exists this dilemma
this fe-line
nom-e-non!

That nowhere in God's great
wide wonderful world
where comets collide
and galaxies swirl...

It's more than just whimsy;
it boggles the **mind**!
We hunt high and low and
we can't seem to find...

Any-one... **else**...

who seems to possess
the kind of finesse
and that "Couldn't care less"
kind 'a calm under stress.

When a kid in duress
sends an Id S.O.S.
why, you send in the best.
You'll accept nothing less...

...than thissss...

He holds the pencil in front of his face between both thumbs and forefingers.

...**Cat**... (snaps pencil)
...**tas**trophy.

ANOTHER WIDER SHOT;

CAT AND ASSISTANT enter office. CAT is entirely too pleasant. HOOBER-BLOOB drops broken pencil on desk, turns and walks toward window. CAT walking behind ASSISTANT, cranes to see what's on the table. He nibbles his shish-kabob.

HOOBER-BLOOB
(bleakly to Assistant)
Tell him.

ASSISTANT gathers charts. Then, as he speaks he indicates to CAT, with a sort of backward "leapfrog" gesture of his index finger. It is his academic moment in the spotlight.

ASSISTANT
(addressing a layman)
(clears throat) Yes, well...
For billions of years,
since before the beginning;
(He gestures back further.)

Before they began
the beginningest inning...

(He pauses to imagine an even earlier image.)

Since before there was..."now"
before "present tense?"
Before the aforementioned
sense of events...

(ASSISTANT is beginning to lose **his** place. CAT'S head traces path of gestures.)

Since before there was "or,"
You know: prior to "pre?"
Before there was **any** --

HOOBER-BLOOB CUTS HIM OFF

HOOBER-BLOOB
(irritated "cut-to-the-chase" attitude)
-- We're **beginning** to see!

ASSISTANT, first shocked, then embarassed, then indignant.

ASSISTANT
(crisply)
Yesss... well... (clears throat)
No one has ever
said no to the premise
of playing his part. It
would clearly condemn us

to life out of balance.
And **that** just won't work!
It'll blister the system
and drive 'er berserk!

CAT still trying to grasp it, nibbles on his shish-kabob.

ASSISTANT puts his arm around the Cat's shoulder as they "visualize" together.

ASSISTANT (cont.)
If **one** little creature,
let's call it... a **kid**!
got a bee in his bonnet
and then flipped his lid...

and said "**No**, I won't **go**!
I don't need to proceed!"
Then the whole Tootsie-Roll
would begin to recede.

THE ASSISTANT walks the CAT over to a giant WALL CHART. He pulls a chart down like a window shade filled with diagrams.

ASSISTANT (cont.)
The principle's simple
for your edification,
it follows the Laws
of Spreadification.

He points to a circle with comic arrows extending outward in all directions.

The Universe grows
and continues expanding

(aside, modestly)
now this is according
to **my** understanding...

If the **Boy** won't be **born**
and if worse comes to worse --

(He pulls down another overlay.)
then the Laws of the Universe
run in reverse!

The NEW CHART is another circle with wiggly arrows wandering about and then pointing back to the center.

Well **that's** where the theory
turns clearly chaotic;
a weird little veer to
the Laws of "Shrinkotics!"

THE ASSISTANT leads the solemn CAT to the table. He picks up a chart as he speaks.

That low solo "No!"
That shake of the head;
creates a Black Hole...

The CHART has a hole in it.

HOOBER-BLOOB
...And then it starts to spread.

HOOBER walks to the table and takes the CHART. He holds it up, unintentionally staring at the CAT through the hole.

HOOBER-BLOOB (cont.)
Then the Black Hole grows up
into One Big Black Ball
inside which there's nothing...
just nothing at all.

That emptiness grows
like a Big Black Bad Dream; (sadly, as he crumples chart)
and the Universe shrinks
and then **runs** out of steam.

HOOBER is staring beyond the Cat, beyond the Station to a place only he can see.

ASSISTANT
(quietly, almost reverantly)
And according to our
Calculations, I fear; (He lowers his head.)
the Whole of Creation
would then disappear.

The only sound is the CAT munching on his kabob.

CAT (mouth full)
Gee... That's rough.

HOOBER blinks out of his reverie and glares at the Cat.

HOOBER-BLOOB
(furious)
Rough?! ... That's **rough?!!**

Something inside him snaps. He grabs the shish-kabob skewer and begins to stalk the CAT who backs away cautiously;

HOOBER-BLOOB (cont.)
Feeding your **face!**
You're be**yond** comprehension!

He throws the skewer aside.

For **once** in your life
will you **please** pay attention?!

Open your **eyes**, Cat! (pause)

HOOBER turns and walks away -- taking all of the charts. He gestures expansively.

Start **smelling** the flowers.
What we...(pause) What **you** do
the next **twenty**-four hours
is **critical**, kid.
It's the **end** of the **world**!
If you **don't** get it right
(to the Heavens) Holy **Mother** of **Pearl**!...

(to Assistant)
Tell him!

ASSISTANT (walking Cat to monitor)
At the **current** deflational
rate of shrinkosis
this is the gist of
the latest prognosis:

In twenty-four hours
the **Black Ball** will shrink
to the **size** of the
average kid's **tiddly-wink.**

THE MACHINE begins "teletyping" another report. ASSISTANT reads it as he speaks.

And the **readings** they're
feeding us minute by minute
show the **Galaxy's** shrinking
and **every**thing in it
is going to get closer
and closer until
there **isn't** a distance
between us and still

it'll **squeeze** us like
peas in a pod in a pot
as **tight** as a spit-wad
inside of a knot!

This **thing** is a **Big** Black-
Ball **Boa** Con**stricture**! (pause)
I could go **on**...
but **you** get the picture.

CAT (finally grasping severity of situation)
So **this** might be my...(voice quivering)
final **Farewell Address**...
(suddenly matter-of-fact)
With **all** of this "squishy," I
wish he'd said **yes**!

For the first time HOOBER-BLOOB grins with the light of possibility.

HOOBER-BLOOB (with upward extended index finger)
A **nice** and con**cise** yes
to what might have been...
... and **that** leads precisely
to where **you** fit in!

HOOBER-BLOOB walks toward Cat. He is looking over the Cat's file. Something about it touches him. He speaks softly, thoughtfully to the Cat.

HOOBER-BLOOB (very free and conversational)
It's funny..., you know **I've** never **been**
all that **skilled** with the **children.**
They don't feel a **kin**ship
the **way** that they do
when they're **working** with you. (pause)
I feel it **too**... when you
do what you do.
(a bit sarcastic) Whatever **that** is (sincerely again) that
kind of **appeal**
is something that young things
don't frequently feel...
(almost whispering) ... for me.

(awkwardly)
What I'm **trying** to say... is...
in case you can't tell,
I suppose that I'm **jeal** -- (it almost won't come out)
...**lous** of... you... in a way.

(a small ironic laugh)
If **I** could convince
that young **man** for a minute
to welcome the world
and the miracles in it

I must! (pause)... But I'm just
not quite **cut out** for that.
(smiles almost sadly)
I'm afraid there is only
one Cat-in-the-Hat.

(to ASSISTANT)
Tell him.

ASSISTANT
(aware of emotion in the room)
Remember the Spreadification relation
to Laws of Shrinkotic Reversification?...
I've checked and it's interconnected, you see.
A cosmical cause and effect. So if we...
(he corrects himself)
So if **you** do your usual
down **there**... on Earth?
He **might** see his way to say
yes to his birth.

CAT puts two and two together and SMILES smugly.

ASSISTANT (cont.)
Twenty-four hours... now
that's not a lot...

CAT
(exuding confidence)
We'll be **back** before **lunch**time (checks watch)
What **time** have you got?

HOOBER-BLOOB
(exasperated)
See, now that's just the thing!
It's not **Earth** as you **know** it.
So be**fore** you get **cocky**
and run down and **blow** it...

ASSISTANT calms HOOBER-BLOOB with an "it's okay" look and gesture.

ASSISTANT (cont. to Cat)
When the **Boy** hollered **"No!"**
well...(pauses, thinking) the **world** blew its **top.**
Forever was severed...
... and everything stopped.

ASSISTANT spins mounted globe of Earth.

It's **not** like the world
that we know is just(stops globe) **frozen.**
It's a much more com**pressed**
sort of thing I'm proposing.

He raises his hands, palms facing each other in front of his face.

The **space** between seconds (He closes the distance
until his hands touch.)
is **all** there will be,

so the **White Stuff of Life**
is **all** you will see.

ASSISTANT makes wavy movements with his hands.

Like a **White Fog** of possible
places to go...

He wiggles his fingers and "creates" from the imaginary fog.

...multiple choices and
people to know.

HOOBER-BLOOB steps back in, unable to keep still.

HOOBER-BLOOB
But that **life** stuff is **tricky**
so please understand
once it gets started
it **gets** out of **hand**!

It's **not** ours to play with
I'm **warning** you, fella! (points in Cat's face)
Don't get creative
and wave that umbrella

each **time** it gets **tough**
and the **Boy** gets annoyed,
'n' walks **off** in a **huff**.
Make **sure** you avoid (he points at umbrella)

overusing that **blue** thing.
It's the **Boy** who must choose,
and it's **life** that he's choosing.
He **can't** be confused

(as though Cat were a child who will misbehave
unless all options are specifically cut off)

or be **dazzled** or frazzled
or **razz-um-a-tazzled**!
Can't **guess** or obsess
or say "**yes**" under **stress**.

Things keep on **shrinking**
unless and **until**

CLOSE UP ON CAT. His grin slowly melting into concern.

HOOBER-BLOOB (cont. V.O.)
the yes that he says
is of his own Free Will!

CAT thinks about it, then shrugs an "it's cool" expression.

WIDER SHOT:

ASSISTANT notes change in CAT'S ATTITUDE. Glances secretly O.S. TO HOOBER-BLOOB.

C.U.

HOOBER-BLOOB mid-glance at ASSISTANT, looks back at O.S. CAT.

C.U. CAT. Grinning again, a bit unsettled, glances at O.S. ASSISTANT then at O.S. HOOBER-BLOOB.

MATCH CUT TO:

C.U. CAT. We widen to reveal the CAT IS WALKING, flanked by HOOBER-BLOOB AND ASSISTANT. Various HOOBER-HELPERS walk alongside as CAMERA DOLLIES BACK WITH ACTION. Ominous quasi-military march music accompanies the "Final Briefing."

OVERLAPPING DIALOGUE repeating key elements of CAT'S instructions. HOOBER-HELPERS hand Cat written instructions on odd scraps of paper.

VARIOUS SHOTS:

GROUP descending toward Departure Area. The "Final Briefing" continuing.

CUT TO:

CROWDED DOWN-SHOT OF BOY surrounded by doting HOOBER-HELPERS performing various quasi-medical "emergency" procedures. Examinations include comic gauges and doctor's office paraphernalia probing BOY'S ears, eyes, throat, etc.

SHOT WIDENS TO REVEAL ENTERING CAT/HOOBER GROUP. They reach the catatonic BOY. HOOBER-"EXAMINERS" make room for CAT as he studies BOY.

CAT BENDS DOWN into CLOSE SHOT with BLANK-STARING BOY. CAT passes his HAND over BOY'S face. No response. (O.S. muttering)

ANGLE ON HOOBER AND GROUP looking concerned -- mumbling to one another.

UP-SHOT:

CAT makes comic face in front of BOY'S face.

DOWN-SHOT:

BOY continues staring blankly. Louder walla from group.

WIDER SHOT:

CAT stands up and walks around behind Boy. With his face pointing directly down at the top of the Boy's head, the Cat cups his hands around his mouth as if he's hollering down a well.

CAT
He - **LLOOOO**oooo...**?**

No response from BOY. Great concerned rhubarb from the group. We HEAR the faint sound of a FAMILIAR CHILD'S SINGING through it all. Suddenly, the BOY refocuses. Crowd hushes. We hear the SINGING more clearly. THE BOY looks O.S.

VARIOUS QUICK REACTION SHOTS:

CAT AND GROUP LOOK FROM BOY TOWARD O.S. SINGING.

P.O.V.

MIGGLES SITS in her car happily lost in SONG.

SNEAKY sits next to her backward in his car -- rear in the air, trying to work **something** loose.

ANGLE ON CAT. HE PICKS UP BOY like a frozen loaf of bread and carries him backward over to the OTHER TWO. Crowd follows. CAT notices BOY struggling to turn and see MIGGLES. MIGGLES notices BOY and SMILES SWEETLY. CAT adds it up and pats her on the head.

CAT (to Hoober-Bloob)
Mind if I bring little
"Sing-along" with me?

HOOBER-BLOOB (rubbing chin, warily)
OOOH... I **dunno...** it
sounds a bit **iffy.**
You know the **rules.** It's
all about balance.

ASSISTANT (hopefully)
Well... add a comrad
with opposite talents!

Crowd muttering walla as CAT gently places MIGGLES on comic Seuss Balance Scale with flashing comic universal symbols (musical notes, silhouette girl; then countless more too quick to read). Scale is tipped toward MIGGLES.

ANGLE ON: HOOBER/ASSISTANT AND CAT GLANCING AROUND. AS A GROUP they look O.S. in one direction.

P.O.V. SNEAKY. Rear end high, we HEAR the sound of clunking metal as he tugs at something in car.

TWO SHOT:

HOOBER AND ASSISTANT look from O.S. to each other and nod simultanously.

ANGLE ON SCALE:

SNEAKY ENTERS being carried by HOOBER-HELPER HANDS which SET HIM ON SCALE opposite MIGGLES. As HANDS EXIT, one finger tries to tap SNEAKY on his nose. SNEAKY BITES the finger toothlessly. (We hear O.S. yelp.)

Comic SYMBOLS appear under SNEAKY. (bomb with burning fuse, silhouette boy, then countless more)

SCALE SETTLES into perfect balance to approving CROWD sounds. CAT LOOKS from scale to O.S.

ANGLE ON HOOBER AND ASSISTANT nodding as if to say "Good luck, pal."

CAT CARRIES MIGGLES AND SNEAKY to empty HIGHWAY CHUTE. He sends them down, then, still holding BOY, climbs on himself.

HOOBER-BLOOB points to giant CLOCK on the wall. It has smiling Seuss face on it with one gloved hand. The numbers run backward from 24 to zero and from green through yellow to red near zero.

HOOBER-BLOOB (to Cat)
Twenty four hours!

CAT, setting WRISTWATCH replica of wall clock, looks smugly at the GROUP like a cocky fighter pilot.

CAT
No reason to doubt me...

(to HOOBER-BLOOB)
Hold all my calls...Don't...

(to ASSISTANT)
start dinner without me!

With a "thumbs" up, CAT slides down and is gone leaving HOOBER AND HIS ASSISTANT, hands on chins, standing at the opening shaking their heads.

FADE OUT.

FADE IN:

EXT. VAGUE FOGGY-WHITE LANDSCAPE. We hear a faint wind. The vague form of a seated CAT-IN-THE-HAT cuts through the fog angling hard toward the ground as if on an invisible slide.

He bounces twice on his rump and skids to a stop. He brushes himself off and looks around.

CAT (quietly, to himself in awe)
The space between seconds...

Suddenly, with no warning, a six-year-old version of the BOY hurtles through the fog and CRASHES INTO THE BACK OF THE CAT.

CAT AND BOY tumble. CAT recovers, sits up on his elbows and looks at the Boy in a comic heap on the foggy ground. The CAT starts to laugh a very warm laugh.

CAT
(laughing)
Congratulations!
Today is your day.

BOY looks up at Cat with a "Yeah, right!" expression.

CAT stands up, brushes himself off again. He carefully helps the BOY to his feet. He brushes the BOY off with comic fastidiousness. He turns him this way, then that, delicately picking the last of the invisible particles from his back and head.

the BOY is patient; not amused at first, but as the CAT continues to find "one last" speck of dirt on the BOY in deadpan earnest, the BOY finally rolls his eyes and almost smiles. He swipes at CAT'S hands with a "Will you stop it!" gesture.

THE CAT smiles, points out a direction with his UMBRELLA.

CAT
You're off to great places!
You're off and away.

As BOY starts to walk, CAT adds a quick flourish O.S. with his umbrella.

ANOTHER ANGLE:

VAGUE WHITE LANDSCAPE. BOY AND CAT HIKING ALONG. We hear a Quartet of Male Voices O.S. ahead. Faintly at first, then growing louder as the two approach.

MALE QUARTET (O.S.)
(singing)
We sing to you. Your day has come.
Your great life's work is startin'.

TRACKING SHOT:

BOY AND CAT walking. BOY leads CAT by several yards. BOY is now curious -- looking O.S. ahead.

P.O.V. KINDERGARTEN GRADUATION CEREMONY from the rear. We look PAST SEATED KIDS to a platform occupied by a Quartet of OLD POOPS in academic robes. One stands at a LECTURN. They salute the BOY by raising their mortar boards. To one side, stands MISS KUMQUAT, a frumpy Seuss creation, conducting an innocuous rhythm-band of Seussian six-year-olds.

QUARTET
(singing)
You graduate upon this date
from Miss Kumquat's kindergarten.

THE BOY skeptically regards the Quartet from the rear of the proceedings. CAT nudges BOY in the rear with his umbrella.

QUARTET (cont.)
Prepared are you to sally forth.
We've taught you all we know-oh.

BOY grabs rear, turns around and looks "daggers" at CAT, shaking his head "No." CAT shrugs.

QUARTET (Cont. singing)
You will bring great fame to the
Kumquat name
wherever you may go-oh...

The SOUND OF NAILS SCHREECHING DOWN A BLACKBOARD brings the proceedings to a halt.

Sneaky, now a boy slightly bigger than our hero, stands by a blackboard, not with his nails, but with TWO RAKES.

The Old Poops stare at him, as they try to say their next line before he screeches again;

QUARTET
THE GREAT WORLD LIES BEFORE YOU.

Sneaky screeches.

INTERCUT - the Old Poops glaring at him, as the sound makes beads of sweat rise on their foreheads...It becomes a contest of wills.

QUARTET
Lofty mountains you will climb.

Sneaky screeches. The Quartet tries to finish up quickly;

QUARTET
WEWILLCHEERYOUANDADORE YOU

Sneaky gives a short fast screech.

QUARTET
WHILSTYOUSEEKTHEHEIGHTSSUBLIME.

With that, the Old Poops BOUND OFF THE PLATFORM and pursue Sneaky, who drops the rake and runs off.

The Boy watches all of this with indifference. The Cat nudges him with his umbrella to join the class.

BOY shakes head. He looks down. A ROCK materializes at his feet. CAT looks at rock, then at UMBRELLA as if it might have misfired. BOY sits down on the rock as the entire kindergarten scene DISSOLVES INTO WHITE FOG. The sound of the children fades into cold wind. CAT is stunned. We look down on them as CAMERA DRIFTS BACK, THEN STOPS.

CUT TO:

INT. HOOBER-BLOOB STRATEGY ROOM

A dramatically lit Seussian Military Information Center where they will track CAT, BOY, MIGGLES AND SNEAKY via a giant Seuss

Antenna, shaped like a Giant Pointing Finger.

WE LOOK DOWN ON:

A harshly lit Strategy Table where two-dimensional stand-up symbols of our characters are moved about by Croupier Sticks. The CAT AND BOY symbols are together, slightly off-center.

CAMERA PANS over and past table as we look through transparent chart with HOOBER-HELPER furiously charting progress with goofy triangulation and arrows.

CONTINUE PAN TO:

HOOBER-BLOOB, ASSISTANT and a haggered HOOBER-HELPER-RADIO-MAN crowded around a crackling one-way RADIO receiver. RADIO-MAN adjusts dial, shaking his head. HOOBER GLARES AT HIS ASSISTANT.

CUT TO:

EXT. VAGUE FOGGY WHITE LANDSCAPE:

CLOSE ON: BOY sitting on rock dejectedly. UMBRELLA SWEEPS THROUGH SCENE. SHOT WIDENS WITH GESTURE TO REVEAL sidewalk as it is "created" under BOY. BOY follows action as well and looks O.S. in direction of GESTURE.

P.O.V. SIDEWALK CUTTING THROUGH FOG over rolling hills. A TREE animates up in foreground as SIDEWALK CONTINUES "creating" itself into the distance. Fog clears.

TWO-SHOT:

CAT STANDS BEHIND SEATED BOY. CAT'S umbrella is pointing O.S. in the direction they both look. He finishes a slight flourish, then brings umbrella down and leans on it, proudly grinning at his handywork.

BOY CONTINUES STARING O.S.

CAT looks down at BOY, then at the pathway, then back at BOY. He raises umbrella slightly, and looks off in another direction, whistling. Suddenly, the rock disappears from under the BOY with a popping sound, and he drops several inches on his rear end. BOY looks suspiciously up at CAT who gestures "on down" the sidewalk with his umbrella.

BOY gets up, looks down where rock "was", and begins to walk down sidewalk. He looks back a time or two, again to where the

rock was, then at the Cat.

LONGER SHOT:

CAT AND BOY FROM REAR as they walk down sidewalk away from CAMERA.

CAT
You have brains in your head.
You have feet in your shoes.
You can steer yourself
any direction you choose.

ANOTHER SHOT:

CAT AND BOY WALKING. As CAT waves umbrella, buildings begin to animate up around them. They are all the same yellow as the BOY'S clothing. They are all uniform, non-threatening "boxes" without doors or windows. They begin to "define" streets between them.

CAT
You're on your own.
And you know what you know.
And **you** are the guy
who'll decide where to go.

AS THEY WALK, the buildings become more varied and interesting. There are more STREETS, each more intriguing and organic than the one before. Boy moves down the street as Cat follows.

They march to a MUSICAL BEAT. Cat, with expansive hand and umbrella gestures, pointing out directions Boy might go.

A confirmed hedonist, the CAT becomes more and more wrapped up in the sights as the City becomes more interesting. We begin to hear "Big City" noises of traffic and crowds.

From street level, THE CITY itself begins to invite the BOY to join in. Automated mannikins beckon him; "sale" signs invite him to "come in!" More and more CHOICES present themselves at an increasing rate.

The CAT continues to look up and around him gesturing expansively as he speaks. From his perspective, we see a tourist's-eye-view of an exciting big city.

CAT
You'll look up and down streets.
Look 'em over with care.

About some, you will feel,
Yeah! I could go there.

The BOY wanders off on his own as CAT continues talking. From his point of view, the CITY is an entirely different thing. Comic, sometimes ironic CHOICES "demand" to be made by various signs, vendors, etc.

A "CLOSED" SIGN is turned in a window to "OPEN" by a Seuss store owner who beckons OUR BOY.

BOY PASSES another SIGN reading BREAKFAST-LUNCH-DINNER followed by an illustrated menu of various dishes.

WIDE DOWN-SHOT, CROWDED CITY:

As we FOLLOW CAT AND BOY from above, the CAT'S VOICE begins to fade a bit and blend with the background city-noise. We see that the CAT is heading in one direction looking up and around; while the BOY is heading in a different direction looking ahead and side-to-side.

CAT (V.O.)
And that street over there.
It's not bad of its kind.
Worth thinking about.
Yeah...Keep it in mind.

CLOSER SHOT

BOY, now almost oblivious to CAT, continues along crowded sidewalk. Adult legs pass in both directions.

The traffic sounds increase. The CITY-CHOICES build to a crescendo.

Conflicting SIGNS exort BOY to BUY THIS and BUY THAT. One tells him to BUY AND SAVE!

CAT (V.O. now barely discernable over traffic)
You'll have your druthers.
Look over the lot...

BOY, nearing overload, LOOKS O.S. UP AND AHEAD.

P.O.V. EXTREME UP-SHOT

TOP OF SIGNPOST

SIGN reads "YIELD"

CAT (V.O.)
You'll find some are friendly.

CAMERA TILTS DOWN past second SIGN: DO NOT ENTER

CAT (V.O.)
You'll find some are not. (fades into city S.F.X.)

CONTINUE TILT; ACCELERATING DOWN comically tall SIGNPOST past increasingly Seussian signs: "TOP", "STOP", "HOP ON POP", etc.

CONTINUE TILT PAST:

"ONE WAY" SIGN with arrow pointing UP, "THIS WAY" SIGN with arrow pointing LEFT, "THAT WAY" SIGN with arrow pointing RIGHT, "NO WAY" SIGN with no arrow.

END TILT PAST simultaneously flashing "WALK"/"DON'T WALK" SIGNS TO REVEAL:

SNEAKY, as six-year-old, prying the back off of a TRAFFIC CONTROL BOX with a screwdriver. With the back plate hanging from one screw, he climbs up the post to get at the wires inside. With SCREWDRIVER IN HIS MOUTH, wire cutters in one hand and a multi-colored WAD OF WIRES in the other hand, he needs another hand.

SNEAKY LOOKS AROUND. He spots something O.S.

SNEAKY (loud stage whisper, screwdriver between teeth)
Hey...

P.O.V.

OUR BOY REACTS.

SNEAKY (cont. V.O.)
...KID! Wann fee
fumpfun' fun?

BOY APPROACHES CAUTIOUSLY

SNEAKY IS PRECARIOUSLY HANGING FROM CONTROL BOX. HE EXTENDS WIRE CUTTERS TO BOY.

SNEAKY (giddy with surreptitious anticipation; through screwdriver)
There! **...Fee** vat **wire?**

No, huh uh. The **vig red** one!
Yeah!

SNEAKY HOLDS WIRES TAUT, INDICATING WITH HIS HEAD.

And vat **uvver one!**
Cut un' **voth** right **here!**

BOY SMILES INNOCENTLY and with great effort, with extended tongue, he dutifully CUTS WIRES.

ANGLE ON FRONT OF TRAFFIC CONTROL BOX:

SNEAKY'S HEAD SLOWLY RISES FROM BEHIND, just far enough to reveal his wicked grin -- SCREWDRIVER STILL IN MOUTH.

We HEAR the ghastly sounds of a horrendous TRAFFIC COLLISION: crunching of cars, car horns, screeching tires, etc.

BOY'S HEAD SLOWLY EMERGES to the SIDE from BEHIND THE BOX. HE IS STUNNED. He LOOKS down at the WIRE CUTTERS in his hand, then back at the O.S. DISASTER.

SNEAKY'S HEAD RETRACTS BEHIND BOX.

BOY'S HEAD RETRACTS.

DOWN-SHOT

BACK OF CONTROL BOX.

SNEAKY is gathering his tools and his wits.

OUR BOY simply STANDS THERE GAPING at the WIRE CUTTERS.

CUT TO:

UP-SHOT ON CAT FROM REAR; SOMEWHERE ELSE.

His hands are raised in mid-gesture. Crowd walking back and forth around him.

CAT
You may not find **any**
you'll want to go down.

CAT TURNS slowly, arms raised like a politician making a rhetorical point.

CAT (cont.)
In that case, of course...

He NOTICES some kind of disturbance O.S. in distance. He looks down at Boy, then back at O.S. disturbance. He "TAKES" down at non-existant Boy and looks back O.S., horrified.

CAT (cont.)
You'll head straight out... of...

P.O.V. ACROSS AND "OVER" TRAFFIC COLLISION TO SNEAKY AND BOY AT CONTROL BOX.

SNEAKY "DITCHES" OUR BOY. As he runs away, he shouts, laughing over his shoulder.

P.O.V. ON BOY. CAMERA DOLLIES BACK QUICKLY AWAY FROM HIM.

He reacts numbly.

SNEAKY (V.O.)
When the cops come...
plead **insanity**!
Haw ha ha ha!

P.O.V. SNEAKY RUNNING AWAY. He disappears around corner.

DOWN-SHOT BOY FROM SIDE.

ANGRY VOICE (V.O. shouting)
There he is!

BOY LOOKS UP O.S.

P.O.V. UP-SHOT FAST TRUCK AND TILT.

MAN IN WINDOW POINTS PAST CAMERA AT O.S. BOY.

MAN (angry)
He's the one!

DOWN-SHOT: PANICKED BOY LOOKS QUICKLY FROM SIDE TO SIDE.

ANOTHER VOICE (V.O. shouting)
The kid in **yellow**!

OTHER ANGRY VOICES (V.O.)
Yeah! I saw **him**!
Me **too**! (etc.)

VARIOUS QUICK P.O.V.s: ANGRY MEN AND WOMEN in comic "accident" situations all looking toward CAMERA. (V.O. ANGRY CROWD WALLA)

ANGLE ON BOY AS HE DROPS CUTTERS AND BREAKS INTO A RUN.

MED. SHOT: CAT, LOOKING INTO O.S. DISTANCE, fights through crowd. His HEAD AND EYES FOLLOW BOY'S ACTION.

CAT'S P.O.V.: BOY RUNNING THROUGH CROWD.

BOY'S P.O.V.: "HAND HELD" DOLLY IN THROUGH CROWD OF LEGS.

C.U. DOLLY BACK WITH: BOY IN ABSOLUTE PANIC RUNNING, SEES SOMETHING O.S. PAST CAMERA.

P.O.V. TRUCK IN ON ALLEY.
ANOTHER LONGER ANGLE ON ALLEY: BOY ROUNDS CORNER and DARTS INTO ALLEY.

O.T.S. SHOT: BOY RUNNING. HE TURNS AND LOOKS BACK O.S.

P.O.V. RECEDING ALLEY OPENING. (V.O. CROWD WALLA O.S.)
PEDESTRIANS walk in both directions across opening.

ANGLE ON BOY RUNNING PAST GARBAGE CANS. HE STOPS, PANTING, AND LOOKS BACK O.S.

P.O.V. ALLEY OPENING: Commotion in the passing PEDESTRIANS. MOB BURSTS THROUGH. CAMERA PANS WITH THEM as they GAIN THROUGH SCENE.

WE HEAR MOB WALLA AND RUNNING FOOTSTEPS as CROWD of LEGS passes through. The last SET OF LEGS has a TAIL and we move with it, WIDENING THE SHOT TO REVEAL CAT, FROM REAR, COMING TO A STOP. CROWD RUNS on into the distance. WE HEAR O.S. DOG YAPPING as MOB WALLA dies out. CAT is exhausted. It's no use to continue. He's lost the Boy. Huffing and wheezing, he turns toward CAMERA. His face spells eternal doom. O.S. DOG YAPPING continues. CAT looks O.S. past CAMERA.

P.O.V. TRASH CANS: A small Seuss MONGREL stands, legs spread atop a LIDDED TRASH CAN, YAPPING down at it. A SMALL HAND sticks out of the CAN and SWIPES at the pest, trying to "shush" it.

SHOT OF CAT: Wide-eyed with relief but not unable to see the humor.

ANOTHER ANGLE: CAT QUIETLY APPROACHES TRASH CANS. He gently removes the yipping beast with a "pat." BOY'S HAND QUICKLY RECEDES with a clunk under the lid.

We HEAR a metallic RATTLING SOUND from the TRASH CAN.

The CAT studies it for a moment then slowly, delicately REMOVES LID and LOOKS DOWN INTO CAN.

P.O.V. INT. CAN
BOY crouches at the very bottom of the can, his HAT is pulled all the way down over his head and his KNEES ARE KNOCKING against the side.

BOY "senses" someone watching him. He peeks out and up, very slowly, prepared for the worst. He sees CAT AND SMILES weakly.

CAT REACHES IN AND GENTLY LIFTS THE BOY OUT OF CAN.

ANGRY VOICE (V.O. O.S.)
There he is!

Suddenly we HEAR more O.S. FOOTSTEPS AND WALLA.

CAT SETS BOY DOWN. He stands in front of the BOY and faces the oncoming crowd.

MEDIUM CLOSE ON CAT as he draws a breath and raises a hand to speak. He pauses, then "takes" O.S. past CAMERA.

CAT'S P.O.V.
CROWD APPROACHING. They FADE AWAY into WHITE FOG. The angry VOICES, FOOTSTEPS AND CITY NOISE DISSOLVE into sound of distant WIND.

ANGLE ON CAT in mid "address." He turns and looks down at OUR BOY who is SITTING ON ANOTHER ROCK looking glum.

CAT glances at his WATCH furtively. He's not doing so well and he knows it.

CAT (cheerfully)
Well. It's almost lunchtime!

CUT TO:

INT. HOOBER STATION
The place is getting crowded. BABIES are everywhere and THEY ARE ALL CRYING LIKE A NIGHTMARISH NURSERY. HOOBER-HELPERS try their best to entertain them. STARRY BEINGS FLY OVERHEAD in ever more crowded airspace.

INT.-HOOBER'S OFFICE:
HOOBER STANDS STARING OUT ENORMOUS WINDOW. ASSISTANT STANDS AT MONITOR.

HOOBER-HELPER ENTERS FROM O.S. HANDING ASSISTANT A DOCUMENT.

HOOBER-HELPER
It's not looking too good, sir.

ASSISTANT TURNS, reading, toward HOOBER-BLOOB.

HOOBER-BLOOB
(to Assistant)
Well?!

There is a sudden loud CRACKING SOUND. CAMERA SHAKES. Suddenly the entire Headquarters SHRINKS several feet, lessening the distance between HOOBER-BLOOB and ASSISTANT who are now FACE TO FACE. They both look down at the DOCUMENT, then out the window.

P.O.V. SPACE
A GIANT BAND OF UTTER BLACKNESS ECLIPSES THE CENTER OF THE STAR FIELD.

ASSISTANT (in awe)
The Black Ball...

HOOBER-BLOOB (V.O. bleakly)
Don't tell the others.

CUT TO:

MED. LONG SHOT: VAGUE FOGGY-WHITE LANDSCAPE
BOY SITS SCOWLING DEJECTEDLY ON ROCK, CHIN RESTING ON HANDS.
CAT PACES in front of BOY.

CAMERA DRIFTS IN SLOWLY.

CAT (coaching Boy a bit desperately)
You know...
This **life** stuff is **tricky**...
So please understand...

He's pulling "original" thoughts out of the ether.

...**once** it get's **started**
it can **get** out of **hand**!

CAT glances skyward, half-expecting a lightening bolt for his plagiarism.

CLOSER SHOT: CAT, taking stock of the situation. He reviews where they are, counting on his fingers.

CAT
Okay:
Forget kindergarten.(He sweeps his hand.)
It's under the bridge.
And don't be disheartened
not even a smidge!

He points to a second finger.

City life was a **dud.**
That's one we'll **forget!**
But **stick** with me **bud**
we'll solve this thing **yet.**

WIDER SHOT - CAT AND SEATED BOY
CAT silently makes "on the one hand", then "on the **other** hand" gestures as he paces.

He stops pacing. He has an idea. He looks O.S. into the distance, then down at the BOY with a grin.

BOY DOUBLE-TAKES up at CAT with a "What are you looking at?" expression.

CAT raises UMBRELLA and gestures off-screen with it as if he were adroitly fencing.

BOY watches as if CAT is utterly mad.

CAT
Instead of just quitting
and sitting here mopin'...

CAT finishes with a flourish.

CAT (cont.)
Get **off** your rosette! (He pokes Boy in rear.)
Let's get out in the open. (Boy's up, grabbing rear.)

CAT gestures O.S. with UMBRELLA. BOY looks O.S.

P.O.V. CITY EXIT GATE. A SEUSS BLUEBIRD lands on GATE as it OPENS OUTWARD.

ANGLE ON CAT AND BOY
BOY HESITATES but strains to see past O.S. gate. He takes a step or two O.S.

ANGLE ON BOY FROM REAR as he cautiously steps up to GATE and stops. He peeks out at the world. CAT'S UMBRELLA ENTERS

and gently pokes the BOY AGAIN, THEN RECEDES.

CAT
(gently encouraging)
Aw, go on with ya!
It's opener there
in the wide open air.

BOY JUMPS. Looks back O.S. as much as to say, "I don't relish being goosed by Cat's umbrella."

Only then does he realize that he is through the GATE.

BOY finds himself marching to a light mysterioso beat.

EXT. LANDSCAPE
WE SEE PURPLE MOUNTAINS materialize on the horizon. BOY AND CAT WALKING; dwarfed by surrounding open SPACE.

CAT'S VOICE
Out there things can happen
and frequently do
to people as brainy
and footsy as you.

LONG CROSS-DISSOLVE TO:

DOWN-SHOT ANOTHER EXT. LANDSCAPE
FLAT PLAINS WITH DISTANT MOUNTAINS
Tiny BOY AND CAT casting short shadows as they walk.

CAT'S VOICE (cont.)
And when things start to happen,
don't worry. Don't stew.

LONG CROSS-DISSOLVE TO:

EVEN WIDER DOWN-SHOT
EXT. LANDSCAPE WITH DISTANT MOUNTAINS.
BOY AND CAT are mere SPECKS walking along.

CAT'S VOICE
Just go right along.
You'll start happening too.

Long silence.

CROSS-DISSOLVE TO:

SLIGHTLY DOWN, MEDIUM LONG-SHOT.
BOY AND CAT WALKING. AND WALKING.
BOY LEADS CAT by several yards. CAT TURNING all the way around as he walks.

CAT (a little "twangy")
Yup... Sure is **opener** all right.

We HEAR a slight, dusty BREEZE.

MEDIUM LONG-SHOT, GROUND LEVEL
BOY AND CAT APPROACHING CAMERA.
CAT, still several yards behind BOY, starts walking bowlegged. He crunches his hat down into a comic Stetson COWBOY HAT.
We HEAR slow, lonesome HARMONICA rendition of "Pomp and Circumstance."

CAT twirls his UMBRELLA like a "six-gun" then cocks it like an old Winchester. He squints as he looks all around. We HEAR jingling SPURS as BOY AND CAT PASS in EXTREME FOREGROUND.

REVERSE SHOT
BOY AND "COWBOY CAT" WALKING AWAY FROM CAMERA.

CAT (sarcastic)
Not much a'gonna sneak up
on ya out **here**, Bub!

As they continue WALKING away, CAMERA CRANES UP into:

WIDE DOWN-SHOT
We HEAR enormous FLAPPING MATERIAL SOUNDS. Suddenly, from O.S. EXTREME FOREGROUND, a giant flying blue ELEPHANT ECLIPSES THE SCREEN and FLIES down toward oblivious BOY AND CAT.

HE SETTLES gently, like a giant balloon, and LANDS light as a feather behind unsuspecting CAT. As he does, he executes a quick DOUBLE-STEP, then falls in step with CAT.

ANOTHER ANGLE
BOY, CAT AND SMILING HORTON WALKING ALONG.

MEDIUM UP-SHOT PAST UNAWARE BOY AND CAT TO TOWERING, SMILING HORTON. WE DOLLY BACK WITH THEM as they WALK ALONG. HORTON gently places his TRUNK on the CAT'S shoulder from behind.

CAT'S FACE FREEZES, EYES LIKE TEACUPS. As they walk along, CAT slowly looks over and down at his shoulder. HE LOOKS back ahead. After a long beat, CAT SWALLOWS and, with a sickly expression, TURNS AROUND very slowly as he walks. He has to

tilt his head back in order to take in the huge benevolent beast. HORTON WINKS and NODS a neighborly "hello." CAT slowly turns back to front and closes his eyes tightly.

ANGLE OVER CAT'S SHOULDER TOWARD BOY.
HORTON TAPS CAT on shoulder. CAT whimpers involuntarily. BOY partially TURNS his HEAD toward CAT. CAT changes whimper to a forced laugh and hums a non-tune. BOY faces front and GROUP continues walking.

MEDIUM LONG-SHOT
GROUP WALKING AWAY FROM CAMERA.
HORTON has his TRUNK back on the CAT'S shoulder, CAT keeps brushing it off. CAT gestures broadly backward for HORTON to "back off" and "just go away!"

MEDIUM ANGLE ON CAT AND BOY
CAT wears a "What am I going to do?" expression. BOY looks ahead in wide-eyed innocence. CAT "WIPES" HORTON'S trunk from his shoulder. We HEAR O.S. HORTON clear his throat, politely. CAT quickly puts UMBRELLA over his shoulder and rudely OPENS it in HORTON'S FACE. CAT smiles down at Boy. We HEAR O.S. HORTON clear his throat more insistently. A blue paw-like TRUNK edges over the UMBRELLA and pushes it down revealing HORTON'S SMILING FACE crowding in over CAT'S SHOULDER.

CAT comically CRAMS UMBRELLA back up in HORTON'S face.

ANOTHER ANGLE ON CAT AND BOY.
CAT STRUGGLES to keep UMBRELLA up and blocking HORTON.
CAMERA PANS DOWN to reveal nervous TWITCHING CAT'S TAIL tickling HORTON under his TRUNK.

CLOSE ANGLE ON CAT barely keeping a lid on it. We HEAR O.S. HORTON beginning a protracted SNEEZE.

CAT'S EYES WIDEN. He's doomed.

HORTON (V.O.)
Ahhhh... Ahhhhh...?
Ahhh hh ??...

MEDIUM SHOT
BOY, CAT AND HORTON WALKING TOWARD CAMERA.
BOY STOPS, COCKS HEAD, listening.

HORTON
AHHHHHHH...?

BOY begins to turn around. CAT raises hands in "No,No!" gesture.

WIDER SHOT
BOY, CAT AND HORTON
BOY completing turn, eyes widening, CAT lowers head and shrugs shoulders, FINGERS IN EARS.
HORTON anticipates down.
BOY anticipates down.
CAT anticipates down.

HORTON (loudly)
...**CHOOOoooIE!**

HORTON is blasted REAR FIRST several feet straight up into the air.

CAT is blown foreward and UP toward CAMERA.

BOY LEAPS UP and back.

ALL wind up SEATED, FACING ONE ANOTHER on the ground.

QUICK CUTS BETWEEN BOY AND CAT.
BOY LOOKS AT O.S. HORTON, then at CAT with a "Where the hell did **that** come from?!" look. CAT SHRUGS with "How should **I** know?" attitude.

HORTON (gentle embarrassed voice with stuffy nose.)
Pardon **ME**!

MEDIUM SHOT GROUP
HORTON BEGINS TO STAND UP

DOWN-SHOT
BOY TILTS HEAD BACK watching giant O.S. HORTON.

BOY'S P.O.V. UP-SHOT
Giant benevolent HORTON rising to his feet in FORCED PERSPECTIVE.

HORTON'S P.O.V. DOWN-SHOT
CAMERA TRUCKS BACK AS TINY BOY continues tilting back. He blinks up, wide-eyed. Giant blue "TRUNK-PAW" extends down to Boy.

HORTON
(very gently)
(sniffs) Hello, my name's Horton.
(embarrassed) Pardon the sneeze.

Slack-jawed BOY reaches up reflexively and SHAKES HORTON'S "TRUNK."

BOY'S P.O.V. UP-SHOT
HORTON WITH SHAKING TRUNK extending O.S. past camera, smiles down at Boy.

HORTON (blushing, rolling his eyes)
That one scared **ME!**
Made me **weak** in the **knees.**

And **you** must be...**?** (awkward pause)

CAT (O.S. voice)
(cheerfully, matter-of-fact)
Uh... Yes he **must!**

HORTON REACTS TO O.S. CAT

P.O.V. DOWN-SHOT ON CAT

CAT
...But **that'll** come **later.**

(stage whisper to Horton)
Right **now** he's not **much** of

P.O.V. UP-SHOT ON HORTON

CAT (V.O.)
...an **articulator.**

HORTON NODS a serious "Oh, I see." nod and LOOKS DOWN AT O.S. BOY.

P.O.V. DOWN-SHOT ON BOY as he releases TRUNK. He is clearly intimidated by HORTON'S size.

MEDIUM LONG-SHOT: HORTON, BOY AND CAT RESUME WALKING AWAY FROM CAMERA. CAT follows the other two by a few paces, listening with great interest. HORTON'S SILHOUETTE dominates the group.

HORTON
(gently, down to Boy)
Don't be alarmed if I
look a bit large. (warm laugh)
I'm **aware** from down **there**
I'm as **big** as a **barge!**

GROUP CONTINUES WALKING AWAY FROM CAMERA.
SHOT WIDENS as they start up a HILL.

HORTON (cont.)
But, you know... There **are** creatures
so **big** and so **tall**...

SHOT WIDENS FURTHER, the HILL now begins to dominate the shot.

...that from **their** point of view...

SUDDENLY one **huge** SEUSS EYE OPENS on the ground next to the walking CAT. Only he sees it. He does a broad "take" and scurries to catch up to the others.

HORTON (cont.)
...even **I** must look small.

SHOT CONTINUES WIDENING TO REVEAL the HILL is actually the napping body of a GIANT SMILING CREATURE. It closes its EYE again as the dwarfed GROUP DISAPPEARS over the other side.

ANGLE ON APPROACHING BOY AND HORTON. They look at one another as they walk. CAT FOLLOWS with interest.

HORTON (cont.)
And then there are creatures
of very **small** size.
Too small to be seen
by an **elephant's** eyes.

CLOSER 2-SHOT FAVORING HORTON. As he speaks, he reaches down O.S. with his trunk.

HORTON (cont.)
There **might** be a **million**
on **one** clover blossom! (comes up with a blossom)
So... (pause)

REVERSE 2-SHOT FAVORING BOY. HORTON HANDS BLOSSOM to BOY.

HORTON (cont.)
Be **sure** to **assure** them

BOY STARES intently at BLOSSOM.

HORTON (cont.)
if you run **across** 'em.

BOY begins to RAISE BLOSSOM in front of his face and TURN toward front.

EXT. CLOSE UP-SHOT
BOY'S HUGE FACE with extremely close top of blossom rising in FOREGROUND. Boy LOOKS DOWN in wonder with intense crossed eyes.

HORTON (cont.)
See, **they** might get scared.
'Cause compared to **their** size...

CAMERA TRUCKS IN TIGHTER as BOY LEANS IN CLOSER until his EYES AND NOSE fill the screen and tower over the "landscape" of the BLOSSOM.

HORTON (cont.)
...you're **more** like a mountainous
house in **their** eyes.

CAMERA DOLLIES AROUND SLOWLY as HUGE FOREGROUND BOY LEANS BACK to reveal HORTON looking oddly small in forced perspective.

HORTON (cont., smiling)
So "little" or "big?" (he shrugs) just
depends where you stand.

DOWN-SHOT PAST HORTON ON BOY STARING UP AT HORTON. HORTON'S "TRUNK-HAND" gestures upward with a thumb.

HORTON (cont.)
Up **there** in the **air**...

CAMERA DRIFTS TOWARD BOY.

...or in **somebody's hand.**

BOY RAISES BLOSSOM AND LOOKS DOWN AT IT. The "wheels" are turning.

REVERSE SLIGHT UP-SHOT PAST BOY ON HORTON as they WALK.

HORTON (cont.)
So whether you're biggest
or smallest of all...

HORTON gently places TRUNK-PAW on BOY'S SHOULDER.

...a person's a person
no matter how small.

BOY AND HORTON GAIN OUT OF FOREGROUND SCENE REVEALING CAT WALKING TOWARD CAMERA. He wears a DELIGHTED grin.

HORTON (V.O.)
I'm glad that we had us a chance for a chat.

CAT'S P.O.V.
REVERSE SHOT HORTON AND BOY WALKING. CAMERA DOLLIES WITH THEM. HORTON POINTS A "TRUNK-FINGER" AT BOY for emphasis.

HORTON
A person's a **person**...
(confidentially) Keep it **under** your **hat**.

BOY takes HORTON literally and carefully PLACES CLOVER BLOSSOM under his CAP.

HORTON LAUGHS warmly as CAMERA SLOWS to a STOP. HORTON AND BOY WALKING AWAY. HORTON repeats the trick DOUBLE-STEP he did when he first landed. BOY STARES as he WALKS.

CAT GAINS INTO SCENE, FOREGROUND, and does perfect 2-legged version of DOUBLE-STEP.

BOY "TAKES" BACK AT CAT'S PERFECT VERSION. BOY senses a conspiracy as CAT DOUBLE-STEPS UP to FLANK him with HORTON, both of whom DOUBLE-STEP in perfect unison.

BOY LOOKS from SIDE TO SIDE at CAT'S AND HORTON'S feet. They begin to TEACH the BOY like a pair of old vaudeville hoofers.

CAT
(to Boy -- a bit of "history" in the air)
That's what's known as a
Double-Duffel-Shuffle.

HORTON
Double... Shuffle... **Duffel**!

CAT
Right. (pause) **Duffel**... (very quietly) Shuffle.

THE GROUP STOPS WALKING AWAY but "Hope" CAT and "Crosby" HORTON CONTINUE TWO-STEPPING IN PLACE. BOY CONTINUES LOOKING BACK AND FORTH at their LEGS. We HEAR a classic 2-BEAT VAMP IN THE BACKGROUND.

ALL THREE INTER-LOCK ARMS like a CHORUS LINE, HORTON using his TRUNK.

HORTON (to Boy)
Try to take one very easy.
Try to take one nice and slow.

CAT
Keep your eyes both looking upward
and forget what's down below.

HORTON AND CAT DO QUICK "ABOUT FACE." BOY STILL FACES AWAY FROM CAMERA.
HORTON AND CAT LIFT AND "WALK" BOY TOWARD CAMERA DOING TWO-STEP.

HORTON
Get yourself real steady-ready
from your head to your big toe.

CAT AND HORTON GENTLY "TOSS AND TURN" BOY so he's facing front, FEET OFF OF THE GROUND.

CAT
Then you just sorta push a button
and the next thing that you know...

CAT AND HORTON still TWO-STEPPING, gently PLACE BOY down in the FOREGROUND.

CAT AND HORTON (in unison behind Boy)
You'll do the Double-Duffel-Shuffle!

BOY, IN EXTREME FOREGROUND, EXECUTES a shaky, but recognizable DOUBLE-DUFFEL-SHUFFLE to his surprise and delight.

HORTON
(out of the side of his mouth, to Cat)
Duffel!

CAT
(correcting Horton, out of the side of his mouth)
Shuffle!

CAT AND HORTON (in unison)
OOOOOOOO...

CAT AND HORTON HOIST BOY BACK AND UP INTO THE AIR, TURNING HIM AROUND AS **THEY** DO AN ABOUT FACE IN PERFECT UNISON. BOY'S LEGS "peddle" in the air.

...**OOO**H the places you will go!

MED. LONG DOWN-SHOT. REVERSE ANGLE
As music swells, CAT AND HORTON SET BOY DOWN "IN THE LEAD."
BOY proudly 'struts" now, doing DOUBLE-STEP perfectly. CAT AND HORTON SHAKE HANDS as they follow behind him.

MED. LONG SHOT
GROUP DOUBLE-STEPPING TOWARD CAMERA.
BOY large in the lead. CAT AND HORTON begin a two-man "weave" behind him. HORTON'S TRUNK becomes clarinet-shaped and CAT "plays" UMBRELLA like a slide trombone. BOY MARCHES right over CAMERA.
CAT MARCHES over CAMERA.
HORTON MARCHING, looks down toward O.S. BOY. HE SIGHS A PROUD SIGH and BEAMS like a proud parent.

HORTON'S P.O.V.
DOWN-SHOT BOY AND CAT MARCHING AWAY FROM CAMERA. CAMERA CRANES UP AS BOY TURNS smiling, looking over his shoulder. His HEAD tilts back and he reacts with delight.

CAT TURNS and looks over his shoulder. His HEAD TILTS BACK as he reacts to what he sees.

BOY/CAT P.O.V. UPSHOT
HORTON, EARS FLAPPING, is several feet off the ground and rising with the music. He BANKS gracefully and starts to GAIN up and out of shot.

WIDER DOWN-SHOT
HORTON RISING IN FOREGROUND, BOY AND CAT MARCHING ALONG SIDE-BY-SIDE-BELOW. HORTON ECLIPSES THEM momentarily, grinning as he gains up and out.

BOY AND CAT look at one another, then back up at O.S. HORTON.

LONG SHOT
GROUP FROM THE REAR.
HORTON FLYING UP INTO A SKY now crowded with distant flying ELEPHANTS. MUSIC PEAKS AND BEGINS TO FADE INTO DISTANCE.

BOY AND CAT DOUBLE-STEP. BOY BEGINS TO FLAP HIS ARMS and look up at CAT.

As HORTON gains height, MUSIC FADES OUT. WE BEGIN A:

LONG CROSS-DISSOLVE TO:

EXTREME LONG SHOT:
DOWN ANGLE ON A DRAB OPEN PLAIN. We SEE the TINY SILHOUETTES of the CAT and the BOY ANGLING TOWARD CAMERA. We can barely HEAR the sound of their LAUGHTER and SINGING as they DOUBLE-STEP along. There is no other sound but the HOT WIND.

CAMERA CRANES DOWN SLOWLY, revealing a brightly colored, close-up BANNER flapping in the wind. We CONTINUE CRANING far enough to see that the POST that the BANNER is flying from is mounted on an enormous STRIPED TENT.

LOW ANGLE - MED. SHOT
CAT AND BOY APPROACHING CAMERA.
CAT is walking now, spirits high.
BOY CONTINUES DOUBLE-STEPPING AND FLAPPING HIS ARMS. The BOY STOPS and STARES in awe O.S. past CAMERA. BOY lowers his ARMS slowly. WE HEAR muffled O.S. VOICES from LOUDSPEAKERS.

ANNOUNCERS (V.O.)
All aboard! All aboard!
En voiture! Nous departons!

REVERSE LONG SHOT PAST FOREGROUND BOY AND CAT TO MAGNIFICENT STRIPED TENT-LIKE STRUCTURE STRETCHING ACROSS THE ENTIRE HORIZON.

ANNOUNCERS (V.O. muffled -- coming from inside)
Alle Einsteigenn! All aboard!!

SOUND CUT TO:

INT. VAST STRIPED TAJ MAHAL TENT WALL.
WE HEAR full echoing interior airport SOUNDS.
A small FLAP separates at the extreme BOTTOM OF TENT WALL and the tiny figure of OUR BOY cautiously enters. He is utterly overwhelmed and awestricken as he LOOKS ALL AROUND.
CAMERA WIDENS, further dwarfing BOY.
HE SEES something O.S. AND REACTS WITH A HUGE GRIN.

BOY'S P.O.V. MED. LONG SHOT TICKET MACHINE.
MIGGLES STANDS in front of MACHINE. She is toting her travel paraphernalia. SHE clearly knows what she is doing as she refers to a BROCHURE, then PRESSES appropriate buttons on MACHINE.

CLOSER ANGLE ON BOY AT TENT "FLAP" STILL LOOKING O.S.
CAT ENTERS BEHIND BOY.
We HEAR unintelligible ANNOUNCEMENT over speaker and immediately the screen is filled with SCURRYING PASSENGERS all running in same direction obliterating BOY AND CAT.

Just as quickly, THUNDERING HERD is gone, revealing somewhat stunned CAT AND BOY looking after them.

BOY LOOKS back O.S. toward TICKET MACHINE. His face drops.

P.O.V. TICKET MACHINE
There is no one there.

ANGLE ON CAT AND BOY.
BOY MIMES to CAT indicating toward the direction of O.S. machine.

CAT simply GESTURES toward O.S. MACHINE with his UMBRELLA.
THEY EXIT SCENE.

MED. SHOT
TICKET MACHINE
It is a Seussian combination of bank teller machine and Vegas slot machine. CAT AND BOY WALK up to MACHINE. On close inspection, it is impossible to figure out. Above it hangs an enormous CHART which seems to go on forever.

CAT (to Boy)
So **tell** me, then, precisely when and **where** you'd like to fly.

CAT indicates up at the CHART with his UMBRELLA. BOY GAZES up at CHART.

P.O.V. UP-SHOT
The CHART rises comically in perspective. The departure information is written in unintelligible symbols with arrows pointing everywhere.

DOWN-SHOT, BOY AND CAT AT MACHINE.
A LINE is beginning to form behind them. BOY stares up blankly at CHART, then at MACHINE.

CAT SMILES at increasingly impatient PEOPLE in line.

CAT
Press a destination, son.

BOY SHRUGS up at CAT. He's getting flustered. CLOSE SHOT ON CAT. He LOOKS around, then at O.S. BOY.

CAT (laughingly nervous)
Just **pick** one, don't be shy.

ANGLE ON BOY
WE HEAR O.S. mumbling
BOY IS PUSHING BUTTONS. LIGHTS LIGHT UP, then nothing. BOY, really flustered, now. He LOOKS UP at O.S. CAT in desperation.

2-SHOT FAVORING CAT
HE GLANCES nervously at O.S. HECKLERS. He LEANS IN and tries to help BOY.

MEDIUM DOLLY SHOT BACK ACROSS impatient PEOPLE CRANING up and around to see what the delay is. CAMERA STOPS AT CAT AND BOY in foreground. CAT is bent over the machine. BOY'S FACE is right up next to the front of the thing. They PRESS BUTTONS furiously. Neither one notices the enormous slot machine HANDLE on the side, facing CAMERA.

O.S. MUTTERING grows more intense.

CAT AND BOY PRESSING every button on the MACHINE.

O.S. GRINCH (V.O.)
Try pulling the **handle**, ya jerk!

CAT AND BOY FREEZE.
BOY LOOKS up at CAT
CAT NOTICES HANDLE, then CRANES AROUND indignantly to O.S. HECKLER. HE TURNS BACK AND POINTS to the HANDLE, indicating with head motion for the BOY to pull it.
BOY reaches up and PULLS HANDLE. BOY AND CAT then GAWK at MACHINE.

P.O.V. UPSHOT MACHINE - roller spins like a slot machine. Three identical abstract SYMBOLS ROLL UP. A "jackpot" bell rings and a huge yellow TICKET ka-chunks out. We HEAR O.S. cheering.

ANGLE ON CAT AND BOY leaving MACHINE.
BOY TAKES TICKET. CAT TIPS HAT to O.S. crowd.

CAT (confidentially to Boy)
So... Where're we going?

BOY LOOKS at TICKET curiously, then HOLDS IT UP for CAT to see. As he does, a gust of wind BLOWS THE TICKET out of his hand.

BOY AND CAT watch it blow O.S. BOY panics.

P.O.V. LONGSHOT
TICKET FLOATS away and gently LANDS. We HEAR O.S. ANNOUNCER begin unintelligible Departure Announcement.

MED. SHOT
CAT AND BOY REACT with relief and BOY starts to RUN O.S. after ticket. V.O. announcement finishes and THUNDERING HERD of passengers PASSES IN FRONT OF CAMERA cutting BOY off.

LOW ANGLE THROUGH RUNNING LEGS ON BOY.
We SEE glimpses of the BOY struggling to see through the passing LEGS.

P.O.V. THROUGH LEGS
We SEE frustrating glimpses of TICKET on the floor.

MED. SHOT
CROWD PASSES REVEALING BOY. HE REACTS in panic.

P.O.V. LONGSHOT - NO TICKET
A FAMILY WALKS along where TICKET was. As they PASS, they REVEAL TICKET.

MED. CLOSE ANGLE ON BOY'S RELIEVED REACTION. HE GRINS AND TURNS O.S. toward CAT and points toward O.S. TICKET. BOY TURNS BACK around and does panicked DOUBLE-TAKE.

P.O.V. LONGSHOT; TICKET
A CUSTODIAN, dressed in white, nonchalantly SWEEPS TICKET into long-handled DUSTPAN. He continues SWEEPING as he WALKS AWAY.

MED. SHOT
CAT AND BOY
BOY TURNS AND LOOKS UP AT CAT IN PANIC. CAT dutifully concerned, GESTURES with UMBRELLA for BOY to go catch the CUSTODIAN.

BOY TURNS AND RUNS PAST CAMERA and O.S.

REVERSE ANGLE
LONG DOWNSHOT BOY RUNNING AWAY INTO AIRPORT CROWD. He hesitates, LOOKS one way, then another, then RUNS in a new direction.

LOW ANGLE PAST FOREGROUND white pant LEG to distant BOY.
BOY RUNS up to LEG and TUGS on it, looking up O.S.

P.O.V. UPSHOT BEARDED SAILOR SCOWLS DOWN.

DOWNSHOT
BOY REACTS, LOOKS AROUND. HE SEES something O.S.

P.O.V. LONGSHOT THROUGH CROWD to sweeping CUSTODIAN.

MED. LONG LOW ANGLE ON BOY.
HE RUNS, struggling comically THROUGH GAUNTLET OF LEGS TOWARD CAMERA.

REVERSE DOWN ANGLE. BOY clears legs, RUNS AWAY FROM CAMERA TO CUSTODIAN.

MED. SHOT
BOY AND CUSTODIAN FROM REAR.
BOY TUGS ON CUSTODIAN'S PANT LEG. CUSTODIAN looks down at BOY.
BOY POINTS to DUSTPAN. CUSTODIAN SHRUGS.

LOW CLOSE-UP over BOY'S SHOULDER ON DUSTPAN.
BOY LEANS DOWN AND OPENS DUSTPAN revealing DOZENS of identical TICKETS. We HEAR O.S. VOICES singing All-Aboard.
BOY TURNS AND LOOKS OVER HIS SHOULDER toward O.S. Announcers.
He PAUSES to listen.

ANNOUNCERS (OLD POOP VOICES) (V.O.)
All aboard for Cin-cin-ople
and for North Swaboda!
All aboard for TallyHo Town
Smart Cat Springs and Nesselroda!

BOY LOOKS BACK AT DUSTPAN and after a brief hesitation, CHOOSES one of the TICKETS.

ANNOUNCERS (V.O. singing cont.)
We are boarding now for Numglotz
Fol-de-Roll and Floober Flow.

BOY TURNS, RISES AND EXITS SCENE RUNNING.

TRACKING SHOT
BOY RUNNING past escalators back in direction of O.S. CAT.
WE FOLLOW BOY TILL HE GAINS OUT, REVEALING QUARTET OF OLD POOPS SINGING. They are dressed as Airport Announcers.

QUARTET (singing)
Oh the places! Oh the places!
Oh the places you can go!

As QUARTET smiles and SINGS, SHOT WIDENS TO REVEAL SNEAKY CLIMBING up to REVERSE the ARROWS on the Boarding Gate SIGNS.

MED. LONG SLIGHT UPSHOT
BOY RUNNING AWAY FROM CAMERA TOWARD CAT.
BOY WAVES TICKET as he runs. BOY REACHES CAT in the distance and HANDS HIM the TICKET.

QUARTET (V.O. singing)
We're leaving now for Buzzard's Britches
and for Nizzard's Nest
for Frogs Ankle Center
and all points Southeast and West.

CAT STUDIES TICKET, then he INDICATES back in the direction of the ESCALATORS where the QUARTET IS STANDING.

QUARTET (V.O. singing)
North Kartoffel!
Flotsam! Jetsam!

BOY GRABS TICKET, TURNS AND STARTS RUNNING TOWARD CAMERA. HE STOPS, TURNS AROUND, RUNS BACK and grabs CAT'S HAND. HE TURNS AGAIN AND RUNS TOWARD CAMERA dragging CAT behind him.

MEDIUM SHOT
QUARTET SINGING

QUARTET
And for Hooka-Luke-a-Low.

BOY AND CAT ENTER IN FOREGROUND AND SKID TO A STOP. FACING AWAY FROM CAMERA, they LOOK UP at "adjusted" Boarding Gate SIGNS on wall above QUARTET. QUARTET gestures in unison toward ESCALATORS.

QUARTET (singing)
So get your little butt aboard, Boy!

BOY AND CAT EXIT O.S.

QUARTET
Oh the places you can go!

MEDIUM SHOT GATED ESCALATORS.
EACH is labeled with BOARDING GATE NUMBERS. BOY AND CAT ENTER AND SKID AROUND and on to TWO DIFFERENT ESCALATORS. BOY still holding CAT'S HAND. BOY STARTS "UP"; CAT STARTS "DOWN." THEY REALIZE what happened and STRETCH comically but finally RELEASE one anothers HANDS.

V.O. ANNOUNCERS (singing O.S.)
All aboard for Zitherville
and Tilly Nilly Noolia,

DOWNSHOT PAST BOY ON CAT as he RECEDES down and away on ESCALATOR. He LOOKS ALL AROUND, then WAVES sheepishly at BOY and disappears.

V.O. ANNOUNCERS (singing O.S.)
Gilly Wholey Hollow and Elbow Toolia,
for Kookoobara Corners

REVERSE UPSHOT ON tiny BOY ANGLING UP ON HIGH-RISE ESCALATOR. HE LOOKS UP AND AHEAD O.S.

EXT. UPSHOT SEUSSIAN ESCALATOR CROSSING OVER BOY'S PATH. SMILING MIGGLES LOOKS DOWN and WAVES at BOY.

DOWNSHOT; ANGLE ON BOY RIDING UP AND TOWARD CAMERA. HE LOOKS DOWN O.S.

V.O. ANNOUNCERS (O.S. singing)
with connecting flights
to Capricorn and Umlaut
and to Halleluja Heights.

LONGSHOT
BOY'S ESCALATOR RISING; ANOTHER crowded ESCALATOR GOING DOWN along another path.
WE STAY WITH BOY from rear as he ASCENDS. We SEE the CAT SCRAMBLING UP the "DOWN" ESCALATOR. HE EXCUSES himself profusely as he WEAVES in and out of PASSENGERS riding down. CAT, through superhuman effort stays even with BOY who exerts no effort whatsoever.

CAT keeps checking up and over his shoulder for BOY.

We HEAR O.S. OLD POOPS calling to BOY.

QUARTET (O.S. spoken)
Happy journey!
Gluckliche Reise!

BOY LOOKS BACK O.S. We HEAR more O.S. VOICES. BOY WAVES down O.S. at them.

QUARTET WITH ADDITIONAL VOICES (O.S.)
Bon Voyage!
Happy journey!

It is suddenly raining CONFETTI and STREAMERS as BOY RIDES upward toward bright white DEPARTURE APERTURE.

We HEAR a BAND playing a Bon Voyage sendoff. VOICES call Bon Voyage. CAMERA TRUCKS PAST ASCENDING BOY FROM REAR and toward APERTURE.

CROWD CHEERS FAREWELL, MUSIC SWELLS to a giant WAGNERIAN VALHALLA CHORD as CAMERA TRUCKS through APERTURE INTO BLINDING WHITE LIGHT.

ALL SOUND ECHOES AND FADES gradually to WIND.

LONG CROSS-DISSOLVE TO:

EXT. VAGUE WHITE SKY
An occasional WISP of cloud BLOWS QUICKLY PAST CAMERA.
We HEAR blowing WIND.

CAMERA PANS UP, SLOWLY to the bottom of a yellow Seussian hot-air balloon BASKET. A colorfully whimsical STREAMER blows back from it in the wind. It appears empty. Very slowly, OUR BOY peeks up and over the edge of the BASKET. He LOOKS, then ZIPS back down out of view.

The BOYS wide-eyed face slowly RISES over the edge once again. This time the CAMERA WIDENS AND CRANES UP to reveal spectacular DOWNSHOT VISTA of earth below. OUR BOY GAZES DOWN over the edge of his balloon basket in utter awe and delight.

CAMERA CONTINUES TO CRANE AROUND AND UP creating a DOWNSHOT PAST BOY in basket to breathtaking view of drifting EARTH. We HEAR a delicate musical FLYING THEME.

CAT'S VOICE (distant, partially lost in wind)
You'll be on your way up!
You'll be seeing great sights!

SHOT WIDENS TO INCLUDE ENTIRE YELLOW BALLOON AND BASKET REVEALING CAT RECLINING on top as if it were a poolside lounge chair. HE WAVES his UMBRELLA this way, then that way, holding on to his hat.

BOY CRANES AROUND and LOOKS UP toward the unseen source of the VOICE; the BALLOON itself blocking his view of the CAT.

CAT (muffled by wind)
You'll join the high fliers
who soar to high heights.

Through the WIND and the FLYING THEME, we HEAR a familiar O.S. CHILD'S VOICE SINGING a complimentary THEME we've heard before.

MEDIUM SHOT: CAT FREEZES, cocks his head, puts his hand to his ear and SMILES. He slowly looks down O.S.

MED. CLOSE-UP
BOY still looking up at O.S. "voice" of CAT, gets that glazed "LOOK" once again. He LOOKS ALL AROUND. He sees nothing. We HEAR more of the angelic solo SINGING. The BOY COCKS HIS HEAD. He leans out and looks down O.S. and "TAKES."

GOD-SHOT: EARTH WITH DRIFTING PATCHWORK FIELDS FAR BELOW.
Seen from directly overhead, the colorful TOP of another BALLOON RISES TOWARD CAMERA.

MEDIUM CLOSE ON BOY
He looks a bit confused. He leans back and looks up O.S. toward CAT. SINGING CONTINUES.

MEDIUM DOWNSHOT: CAT RECLINES luxuriously, sinking into over-stuffed top of BALLOON. He knows that sound and he wears the smile of a future Mother-in-law as he crosses his legs.

MEDIUM CLOSE-UP ON BOY.
HE LOOKS BACK DOWN O.S.

EXT. DOWNSHOT
The second BALLOON IS LOOMING quite large, now as it APPROACHES CAMERA. We SEE tiny wind-blown FLAGS and other details as it begins to FILL THE SCREEN.

MEDIUM CLOSE-UP.
BOY LOOKS STRAIGHT AHEAD AND SWALLOWS HARD. We HEAR a comic "FOOMP!" sound as CAMERA SHAKES VIOLENTLY.

MEDIUM SHOT CAT ATOP UNDULATING BALLOON.
He looks startled. He braces himself like a drunk on a water-bed.

CAT (nervously laughing)
Oh, you'll have to expect
a few bloops when you're new.

BALLOON REALLY HEAVES. CAT HUNKERS DOWN.

CAT
And maybe, perhaps, a few schloops
one or...

ANOTHER HEAVE.

... (gulps) **two.**

MEDIUM CLOSE ON BOY
HE HANGS ON AS HE AND BASKET TILT RADICALLY TO ONE SIDE and begin to GAIN UP out of field.

LONG SHOT
BOY'S BALLOON
The BASKET is SITTING on top of the other BALLOON which RISES slowly and majestically into view.

MEDIUM SHOT
BOY FROM REAR, HANGING ON AS BASKET TILTS TOWARD CAMERA.
GIANT PINK BALLOON RISES IN BACKGROUND.

LONGSHOT: BOTH BALLOONS
BOY'S BASKET SLIDES DOWN THE SIDE OF THE OTHER BALLOON. BASKET FALLS FREE and both BALLOONS FLOAT ALONGSIDE EACH OTHER. BOTH SWING WILDLY TOWARD, THEN AWAY FROM ONE ANOTHER.

MEDIUM LONGSHOT
BOY IN BASKET, SWINGS TOWARD CAMERA INTO EXTREME FOREGROUND. HE LOOKS PAST CAMERA AND REACTS.

P.O.V. MEDIUM LONG ANGLE ON MIGGLES IN HER BASKET.
She is dressed like AMELIA EARHART with GOGGLES, a leather FLIGHT HELMET and a white SCARF blowing in the wind. She is holding a folding MAP which also blows comically in the wind.

Her BASKET SWINGS broadly into EXTREME FOREGROUND as she CALLS TO O.S. BOY.

MIGGLES (She shouts through wind.)
Can you tell me which way
is Nesselroda?

Her BASKET SWINGS BACK into EXTREME BACKGROUND, pauses. ONCE AGAIN, SHE SWINGS INTO EXTREME FOREGROUND.

MIGGLES (still shouting through wind)
I'm looking for the MILES-HIGH-JAKOOZIES!

SHE LOOKS DOWN at her windblown MAP, then back at BOY AS BASKET SWINGS INTO BACKGROUND.

MEDIUM SHOT - BOY IN BASKET
BOY HALF SHRUGS. He LOOKS around for support. We HEAR O.S. CAT.

CAT (windblown V.O.)
Well... Don't just **stand** there, bub!

BOY LOOKS UP O.S.

MEDIUM LONG DOWNSHOT
SIDE OF BOY'S BALLOON INCLUDING BASKET
CAT has climbed down and HANGS from rigging on the side of the BOY'S BALLOON, HIDDEN FROM MIGGLES' VIEW. He faces away from the balloon toward CAMERA. One HAND shields his eyes as he enjoys the view.

CAT
Tell her.

MEDIUM SHOT BOY
HE STANDS THERE SPUTTERING, he doesn't know what to say.
HE LOOKS O.S. PAST CAMERA.

MEDIUM LONGSHOT
MIGGLES SWINGS BACK INTO CAMERA.

MIGGLES (through wind)
I'm sorry, I couldn't quite **hear** you.
I say, can you tell me which...way...is...
Nessel...roh...da?!

MEDIUM SHOT
BOY wants badly to answer. He LOOKS UP, TOWARD O.S. CAT.

MEDIUM SHOT
CAT HANGING FROM SIDE OF BALLOON. HE LOOKS O.S. DOWN quite taken by THE VIEW.

CAT
They made Columbus a national hero
and he thought he'd found India!

MEDIUM SHOT
BOY LOOKS BACK O.S. PAST CAMERA

CAT (V.O. in wind)
Tell her **any**thing!

BOY GLANCES back and forth. He TAKES A DEEP BREATH and POINTS BROADLY O.S.

LONGSHOT
BOTH BALLOONS IN SILHOUETTE
BOY POINTS TOWARD SETTING SUN.

MIGGLES (V.O.)
So **that's** where it is. (S.F.X. rustling paper)

MEDIUM SHOT
MIGGLES IN BASKET, HEAD IN MAP. SHE LOOKS up O.S. at our BOY and SMILES BROADLY.

MIGGLES
I had a FEELING you'd know! (very excited)
Oh, THANK YOU!

She GRABS the ornate Seussian Turn-of-the-Century CONTROLS of her BALLOON and starts pulling UP AND AWAY FROM CAMERA. SHE MOTIONS for BOY to join her.

LONGSHOT: BALLOONS
MIGGLES' BALLOON PULLS AWAY from BOY'S BALLOON and starts to fly away.

MEDIUM SHOT
BOY IN HIS BASKET. There are "no controls" anywhere. He tries to "ROCK" the thing into motion. HE LOOKS O.S. TOWARD MIGGLES in desperation.

P.O.V. LONGSHOT
MIGGLES' BALLOON GETTING AWAY. SHE LOOKS BACK AT CAMERA.

ANGLE PAST FOREGROUND MIGGLES TO DISTANT BOY IN BALLOON.
SHE is LOOKING BACK at BOY. She sees his predicament and PULLS BACK ON HER CONTROLS.

ANGLE PAST out of focus BOY IN BASKET TO DISTANT MIGGLES. HER BALLOON SLOWS TO A STOP. SHE broadly DEMONSTRATES how to control balloon using her controls.

CAMERA RACK FOCUSES ON FOREGROUND BOY. He has no controls of any kind in his BALLOON. HE LOOKS toward MIGGLES, then back again to "invisible" CONTROLS. He slowly and deliberately grabs imaginary CONTROLS, ANTICIPATES BACK AND RAMS THEM FORWARD. BOY AND ENTIRE BASKET TILT FORWARD. With great comic "whip-lash", BOY AND BASKET WHIP UP AND O.S. leaving now-focused MIGGLES IN DISTANCE LOOKING UP AND O.S.

MEDIUM CLOSE
UPSHOT
BOY HANGS ON for dear life. His FACE is distorted by multiple "G" Force. He PULLS BACK on CONTROLS.

LONG UP-SHOT
BOY'S BALLOON STOPS ABRUPTLY. BASKET SWINGS wildly. Suddenly, BALLOON ACCELERATES, comically, TURNS AND FLIES directly toward CAMERA. We TRACK with it as it PASSES BY in EXTREME FOREGROUND FILLING SCREEN. The CAT CLINGS desperately to the side FACING US, a look of sheer terror on his face. BALLOON GAINS OUT AND O.S. REVEALING MIGGLES from above in distance.

MEDIUM CLOSE ON MIGGLES
SHE LOOKS VERY IMPRESSED at O.S. BOY. Her HEAD TRACES amazing ARCS. She WINCES, then SMILES as she MOVES all the way around in her BASKET LOOKING UP O.S. with her BACK TO CAMERA. She STRAINS to see BOY. SHE SCRAMBLES back to near side of basket and LOOKS UP O.S. SHIELDING HER EYES. She GRINS excitedly and GRABS CONTROLS. She ANTICIPATES BACK and starts to PUSH FORWARD.

LONGSHOT SILHOUETTE BALLOONS
BOY'S BALLOON arcing gracefully across sky. MIGGLES' BALLOON ACCELERATES and SOARS up toward BOY.

We HEAR fully orchestrated "FLIGHT THEME": a beautiful soaring waltz featuring soprano/alto vocal duet. Children's LAUGHTER weaves in and out of every phrase.

MEDIUM CLOSE ON BOY IN BASKET
He is having a **ball**! His hat and his hair blow in the wind as he PULLS one CONTROL and PUSHES ANOTHER. We SEE the distant GROUND ROTATE behind him. Suddenly, a black, white and red BLUR DROPS, into the BASKET behind him. BOY LOOKS down and into BASKET.

P.O.V. DOWNSHOT
CAT crunched on his back in bottom of BASKET arms and legs akimbo. His feet are in the air and he HOLDS ONTO HIS HAT comically.

CAT (shouting through wind)
She's special, **that** one!

CAT grabs at side of basket for support.

UP-SHOT ON SKY AS
BOY'S BALLOON ZIPS from EXTREME FOREGROUND off into distance. We SEE CAT'S FEET clumsily sticking up out of basket. MIGGLES' BALLOON FOLLOWS right behind.

MEDIUM CLOSE-UP: BOY AT CONTROLS
He's beaming. WE HEAR MIGGLES' SONG. He LOOKS O.S.
SHOT WIDENS TO REVEAL MIGGLES' BALLOON RISING alongside BOY.

P.O.V. MEDIUM DOWNSHOT.
CAMERA TILTS UP as windblown MIGGLES' BASKET RISES IN SHOT. She has every kind of map, chart, book and travel brochure imaginable. She SHOUTS to BOY over wind.

MIGGLES
If Nesselroda is due West,
then **that** (She points down, broadly.)
must be **Zitherville.**

She can hardly see with all the PAPERWORK BLOWING IN THE WIND. She checks MAP, then GRINS at BOY through her goggles.

MIGGLES (cont.)
We can see Capricorn and **Numglotz,**
Fol-de-Roll and Floober Flow!
C'mon!

MIGGLES GESTURES for BOY to follow. She PUSHES her controls and GAINS OUT.

MEDIUM CLOSE ON BOY as he WATCHES O.S. MIGGLES GAIN AWAY. CAT'S HEAD RISES behind him as CAT struggles to sit up.

CAT (confidentially)
I think she goes for you.

BOY LOOKS slowly over his shoulder at CAT. CAT SMILES smugly NODDING his HEAD. BOY LOOKS forward toward O.S. MIGGLES and broadly SHOVES CONTROLS FORWARD. BOY AND CAT comically WHIPLASH and GAIN INTO CAMERA AND O.S.

EXT. LONGSHOT
MIGGLES' BALLOON IN DISTANCE against massive billowy white clouds. BOY'S BALLOON ENTERS from EXTREME FOREGROUND and RACES toward MIGGLES. MUSIC SOARS.

2-SHOT BOY AND CAT
AS BOY PILOTS, CAT hunkers back down for the ride.
BOY STRAINS to see O.S. past CAMERA.

P.O.V. LONGSHOT
MIGGLES' BALLOON DISAPPEARS into distant white clouds.

CLOSE-UP BOY
HE PILOTS BALLOON, straining to see. Suddenly, the BOY AND BALLOON are enveloped in blowing opaque FOG. Wispy white MIST BLOWS past BOY'S FACE. He BLINKS and TUCKS HIS HEAD in and effort to SEE through the thick CLOUDS. He LOOKS side-to-side. FOG gets thicker. BOY leans forward STRAINING to SEE.

P.O.V. DARKER THICK GREY-WHITE FOG.
Several layers PASS BY CAMERA. The FOG becomes a lighter grey-white and we suddenly BURST OUT OF CLOUDS into a dazzling panorama of cerulean blue sky and ultramarine ocean. But no MIGGLES.

LONG UP-ANGLE PAST EDGE OF ENORMOUS CLOUD FORMATION TO blue SKY.

BOY'S tiny BALLOON ARCS AWAY FROM CAMERA into OPEN SKY.

MEDIUM CLOSE-UP
BOY IN BASKET with billowy white CLOUDS receding in background.
He LOOKS in all directions for MIGGLES.
We HEAR familiar O.S. SINGING CHILD'S VOICE through the WIND.

BOY CRANES AROUND and LOOKS BACK O.S.

P.O.V. LONGSHOT
MIGGLES IN HER BALLOON.
She WAVES and POINTS DOWN broadly O.S. while SHOUTING to O.S. BOY.

MIGGLES (through blowing wind)
I think that's Tilly-Nilly-Noolia!

She BACKS OFF and DOWN.

3/4 REAR UP ANGLE ON BOY'S BASKET
He LEANS OUT and LOOKS O.S. DOWN PAST CAMERA following O.S. MIGGLES. He BANKS AROUND HARD and DROPS DOWN O.S.

LONG DOWNSHOT
A jewel-like Seussian ISLAND below in the DISTANCE surrounded by deep aquamarine.
MIGGLES' BALLOON ENTERS FAST IN FOREGROUND and ARCS ever-slower toward distant ISLAND.
BOY'S BALLOON FOLLOWS.
MUSIC SWEEPS WITH ACTION.

LONG REVERSE ANGLE: LOW OFF THE WATER
Giant Seuss WHALES SPOUTING in FOREGROUND.
MIGGLES' BALLOON FLIES IN, 3/4 from distance, and "RUNS THROUGH THE SPRINKLERS." RACING O.S. FOREGROUND. We HEAR her delighted SQUEALS.

BOY'S BALLOON FOLLOWS. He's coming in TOO LOW. BASKET HITS WATER with a spectacular SPLASH and SLAMS into one WHALE after ANOTHER like Leviathan speed bumps. With O.S. LAUGHTER AND SHOUTS from CAT AND BOY, BASKET SWEEPS O.S. FOREGROUND in an enormous SPRAY OF WATER.

CUT TO:

INT. HOOBER STATION STRATEGY ROOM
SLIGHT DOWN ANGLE ON HOOBER-BLOOB, ASSISTANT AND RADIO MAN.
HOOBER AND ASSISTANT STAND, eagerly leaning over seated RADIO MAN. RADIO MAN SHAKES his HEAD, REMOVES EARPHONES and THROWS a SWITCH. We HEAR the crackling SOUNDS of the BOY'S BALLOON crashing and splashing. BOY AND CAT SCREAMING. It SOUNDS TERRIFYING.

HOOBER BLOOB IS APPALLED.

HOOBER-BLOOB
What's that Cat trying to do,
Kill him?

We HEAR a sudden clear, wrenching, metallic CRACK from O.S.
ALL THREE LOOK UP.
CAMERA ZIP TRUCKS IN. HOOBER AND ASSISTANT are suddenly PRESSED TOGETHER with RADIO MAN. HOOBER MOANS in terror as they LOOK at one another.

CUT TO:

LOW ANGLE LONGSHOT
LOOKING BETWEEN BOY'S BASKET AND MIGGLES' BASKET IN FOREGROUND TO DISTANT APPROACHING ISLAND.

BOY AND MIGGLES FROM REAR, LEAN out of their respective BALLOONS. MIGGLES POINTS at oncoming ISLAND.

MIGGLES (shouts through wind)
Look...Tilly-Nilly-**Noolians**!

LONGSHOT
ANOTHER ANGLE ON ISLAND.
BOTH BALLOONS FLY IN LOW AND FAST. As they PULL UP AND BANK O.S. we SEE comically tiny arcs of SPEARS, ARROWS AND ROCKS. We HEAR V.O. tiny VOICES SHOUTING whimsical BATTLE CRIES.

CUT BACK TO:

INT. HOOBER STRATEGY ROOM
SLIGHT DOWNSHOT on crowded TRIO at RADIO TABLE. We HEAR more garbled sounds with additional WAR CRIES. EXASPERATED HOOBER-BLOOB stands straight and TURNS O.S.

HOOBER-BLOOB
Where **are** they**?!**

CAMERA DOLLIES BACK past RADIO TABLE to FOREGROUND HOOBER-HELPER through transparent TRACKING CHART. HE DRAWS insane navigational TRACKING LINES in all DIRECTIONS, THEN LOOKS back at O.S. HOOBER-BLOOB and SHRUGS broadly.

CAMERA CONTINUES DOLLY PAST CHART to TABLE TOP with 2-D CUTOUTS of CAT, BOY and MIGGLES being PUSHED AROUND furiously by Croupier STICKS. We HEAR O.S. military sounding MUMBLING.

ANOTHER ANGLE ON RADIO TABLE
HOOBER LOOKS FROM O.S. back to RADIO MAN who is busy MANIPULATING CONTROLS.
CAMERA DRIFTS IN on his HANDS.

EXT. LONGSHOT
HOOBER STATION FROM SPACE.
A GIANT mechanical Seuss HAND-ANTENNA with pointing finger slowly ROTATES toward EARTH.

CUT TO:

LONG LOW ANGLE ACROSS OCEAN TOWARD HORIZON.
BOTH BALLOONS RACE AWAY FROM CAMERA FOREGROUND AND ARC UP INTO BACKGROUND SUNSET CLOUDS. We HEAR SHRIEKING AND GIGGLING.
MUSIC SWELLS.

MIGGLES (V.O. shouting over wind to Boy)
That has to be North Swaboda
down there. And if it is...

We HEAR O.S. paper RUSTLING

MIGGLES (O.S. cont.)
...then the White Swan Lagoon
is only three hundred nautical **umlauts**
to the **West**.

THE BALLOONS are tiny silhouettes against a spectacular SUNSET with one bright prominent STAR.

MIGGLES (cont.)
We'll follow the Evening Star
'till morning!

MATCH-DISSOLVE TO:

EXT. CLOSE-UP
SEUSSIAN SKULL AND CROSSBONES with a similar shape to sunset clouds and silhouette balloons. MUSIC SOURS.

SHOT WIDENS TO REVEAL a young brat's dream VESSEL: a tacked-together combination PIRATE SHIP, FIGHTER PLANE and BIG-WHEEL TRICYCLE.

SNEAKY SNODGRASS, prone at the CONTROLS, wears a black leather W.W.I. helmet and goggles. SHOT WIDENS further past comic GUNSIGHT to reveal the entire contraption is suspended from a BLACK AND RED BALLOON in lieu of a basket. On each rickety

WING is a "cocked" SLINGSHOT. SNEAKY REACHES down into the cockpit, fishing for something.

SNEAKY (voice muffled through wind)
Pilot to Bombardier , Pilot to Bombardier!
Arm the TWIN HEAT-SEAKING-SQUISH-MISSLES!

He comes up with TWO overipe TOMATOES and PLACES them gingerly in the wing-mounted SLINGSHOTS.

SNEAKY (changing his voice unconvincingly)
Roger, aye aye!
Squish missles ARMED, Captain.

P.O.V. LONGSHOT THROUGH GUNSIGHT TO DISTANT BOY AND MIGGLES' BALLOONS. They are far from "centered" as sight swings wildly.

SNEAKY (V.O. "normal" voice through wind)
Pilot to Gunner, Pilot to Gunner!
PREPARE TO FIRE!

The GUNSIGHT ROCKS back and forth comically, never even getting close to the distant BALLOONS.

SNEAKY (cont. V.O.)
Enemy aircraft dead ahead.
FIRE ONE!

LONGSHOT
SNEAKY'S BALLOON. It looks even more ridiculous from a distance. We HEAR a snapping RUBBERBAND and suddenly, the entire suspended eyesore SPINS as a tiny TOMATO arcs pathetically out and down.

SNEAKY (V.O.)
OW!

SNEAKY'S P.O.V. THROUGH GUNSIGHT.
THE WORLD SPINS sickeningly in one direction. We SEE the same two distant BALLOONS go by again and again.

SNEAKY (desparate, choking V.O.)
Fire TWO!

We HEAR another SNAPPING SOUND. The world slows and STOPS SPINNING as countless globs of RED GOO and SEEDS FLY UP AND SPATTER the screen. The WORLD SPINS in the opposite DIRECTION.

FISH-EYE CLOSE-UP: SNEAKY. His GOGGLES are covered with TOMATO PASTE. The BACKGROUND SPINS behind him.

SNEAKY (wiping goggles)
They're FIRING BACK, MEN!
WE need ALTITUDE!

MEDIUM LONGSHOT: SNEAKY'S BALLOON APPROACHES.
CAMERA ROTATES WITH IT as it PASSES, heading toward O.S. BOY AND MIGGLES.
SNEAKY KNEELS BACKWARD in his COCKPIT and THROWS various OBJECTS overboard. CONTRAPTION TILTS oddly.

SNEAKY
Don't let 'em get away, men!
RAMMING SPEED!

With each overboard object, the BALLOON LURCHES upward as it passes CAMERA.

SNEAKY places his FIST to his MOUTH and TOOTS a falsetto BUGLE CALL.

SNEAKY
BATTLE STATIONS!
Secure all WATERTIGHT COMPARTMENTS!

HE REACHES down into COCKPIT and comes up with a bunch of BANANAS.

SNEAKY
Open the BOMB BAY DOORS!
Prepare ANTI-BALLOON GRENADES!

SNEAKY'S BALLOON PASSES and floats away from CAMERA.
From the rear we SEE it RISING ominously with MIGGLES' AND BOY'S BALLOONS in MEDIUM DISTANCE. In a low voice, SNEAKY HUMS his version of every war-movie SOUNDTRACK ever made.

MEDIUM SHOT PAST FOREGROUND MIGGLES TO A TRAILING BOY IN BASKET.

MIGGLES has every MAP, CHART, BOOK and TRAVEL BROCHURE open.
She FACES CAMERA as she CALLS BACK to OUR BOY.

MIGGLES
Oh, you're just going to
love the White Swan Lagoon.
I just **know** you will.

CAMERA TRUCKS-IN PAST MIGGLES ONTO BOY REVEALING CAT comfortably ENSCONSED down in the BASKET behind him. THE BOY LOOKS DREAMILY AHEAD. CAT, with arms folded behind his head, SMILES smugly, eyes closed.

MIGGLES (V.O. through wind)
They say it's even more beautiful than the Miles-High-Jakoosies.

As MIGGLES continues, we SEE a BANANA TUMBLE silently past in the background. Then ANOTHER. Then several MORE.

MEDIUM UPSHOT SNEAKY.
HE LEANS OUT from his craft, one HAND clutching the rigging, the other, a final BANANA. He LEERS DOWN O.S., wind blowing his scarf. He KISSES the BANANA, ANTICIPATES BACK quickly and FREEZES.

We SEE the BANANA FALLING in the background. SNEAKY slowly brings his empty throwing hand back down, STARES AT IT, then SLAPS himself on the head. HE GNASHES his teeth, and LOOKS DOWN O.S. He TURNS AROUND and REACHES deep into the cockpit. Only his REAR and FEET remain on deck.

He MUMBLES and we HEAR the sound of someone rooting through a cluttered closet.

Suddenly, he TURNS toward CAMERA. He has a small HAND SAW clenched in his TEETH and a red SCARF is wrapped around his forehead.

SNEAKY (gravely)
It's time...

HE SCRAMBLES back and up into the RIGGING. He STOPS and GRABS the SAW like a sword.

SNEAKY
...for the Kamikaze MISSLE-OF-DOOM.

He starts SAWING viciously through the RIGGING LINES, one-by-one.

SNEAKY
You're Brave Men! All of you!

He STOPS sawing at the last LINE. He EXTENDS his SAW skyward.

SNEAKY (nobly)
I salute you!

He takes one more STEP up into the RIGGING, clutching it in his free hand. He reaches down and HACKS the last LINE. Suddenly, in P.O.V. CAMERA FALLS AWAY as SNEAKY AND UPPER BALLOON SOAR skyward, AWAY FROM CAMERA.

LONG UP-SHOT SNEAKY'S BALLOON in silhouette.
As the BALLOON RISES comically with dangling SNEAKY swinging below it, the lower CONTRAPTION angles DOWN toward O.S. BOY AND MIGGLES. Pieces fall from it as it drops.

MEDIUM SHOT DOWN ON BOY AND CAT.
We HEAR MIGGLES O.S. raving through the wind about where they are going. CAT RECLINING in bottom of BASKET.

CAT (gently, quietly to Boy)
Oh, the places you'll go.
And wherever you go
you'll be the best of the best!
Wherever you fly...

CAT dreamily LOOKS UP and off into the sky.

...you will lead...

CAT NOTICES something odd.

CAT (lost, under his breath)
...all the rest.

CAT LOOKS UP in terror. He SITS bolt-upright, LOOKS over at BOY, then back UP, O.S. He SWALLOWS HARD, HANDS to his FACE.

CAT (weakly)
Except... when you **don't.**
Because sometimes you...

LONGSHOT PAST FOREGROUND MIGGLES TO BOY'S BALLOON.
We HEAR blowing wind F.X. as MIGGLES POURS over MAPS AND BROCHURES. BOY BEAMS up cow-eyed toward FOREGROUND MIGGLES. CAT SCRAMBLES in silence.

MIGGLES
...It says the swans are so white
they're like snowballs with wings!
Can you imagine...?

In mute SILENCE, we SEE the BOY'S BALLOON SHREDDED by a black and red BLUR. Almost gracefully, it TWISTS and FALLS down and away from CAMERA in a slow eccentric SPIRAL. MIGGLES CONTINUES, in FOREGROUND, blithely ignorant of the disater below.

MIGGLES
...Swans everywhere as
white as snow. It's like a **dream!**

MEDIUM DOWNSHOT FALLING BALLOON
CAT AND BOY HANGING ON in basket. Partially deflated BALLOON flapping as it falls away FROM CAMERA. CAT'S VOICE FADES AWAY.

CAT
I'm sorry to say so
but, sadly, it's true
that bang-ups
and hang-ups
can happen to you.

BALLON FALLS DOWN, DOWN into DISTANCE and DISAPPEARS into CLOUDS.

MEDIUM SHOT VERTICAL PAN: FALLING BALLOON BASKET.

CLOUDS WHIZ BY upward as BALLOON FALLS. BOY AND CAT LOOK DOWN, terrified.

Suddenly we HEAR a ripping SOUND followed by a springing watch-spring SOUND.

The BALLOON STRETCHES, hesitates, then FLIES UP out of frame. CAMERA SLOWS, STOPS and PANS UP SLOWLY TO:

EXT. BALLOON SNAGGED on TREE BRANCH
BOY BOUNCING in BASKET as it SETTLES. He is stunned, but relieved to be all right. CAT PEEKS UP AND OUT of BASKET. BOY LOOKS at CAT as if to say "What did you **do**?"

CAT (indignant)
Well don't look at **me**!

BOY "harumphs" and TURNS his back on the CAT.

CAT (lamely)
You can get all hung up
in a prickly perch.
And your friend will
fly off.
You'll be left in the
lurch.

A Seuss BLUEBIRD FLIES UP and CHIRPS a cheery song. BOY takes a SWIPE at it and FALLS OUT OF BALLOON AND DOWN O.S.

CAT, mortified, LOOKS DOWN.

We HEAR an O.S. FLATULANT SPLAT.
CAT WINCES.

P.O.V. LONG DOWNSHOT
BOY, flat on his back in DOUGHY PINK MUD. He STARTS to SIT UP.

MED. SHOT BOY FROM REAR.
He STRUGGLES TO SIT UP but is restrained by sticky PINK GOO.
BOY STRUGGLES, propped up on his elbows and LOOKS AROUND.

P.O.V. MED. LONGSHOT.
CAMERA ROTATES around what appears to be a huge PLATEAU OF STICKY PINK, DOUGH-LIKE EARTH. There are other similar MOUNDS in the distance, all surrounded by deep VALLEYS.

CAT'S VOICE (echoing slightly O.S.)
You'll come down from the lurch
with an unpleasant bump.

MED. ANGLE ON BOY
He is resting on his elbows. He ROLLS his EYES and LOOKS slowly UP O.S.

P.O.V. SLIGHT UPSHOT
CAT is parachuting down gently, using his UMBRELLA. His LEGS are crossed as if he were seated on a stool. CAMERA TILTS down with him.

CAT
And chances are, then
that you'll be in a slump.

MED. LONGSHOT: PAST BOY FROM REAR TO PARACHUTING CAT.

CAT
And when you're in a slump
you're not in for much fun.

CAT is now LEVEL WITH BOY, but he is dropping down past the EDGE OF THE PLATEAU, disappearing into the VALLEY below.

CAT (smiling, tips hat)
Un-slumping yourself
is not easily done.

BOY STRUGGLES to his feet. He WALKS a bit awkwardly over to the EDGE of the PLATEAU. Each step produces a disgusting flatulant sucking SOUND.

MED. SHOT; BOY FROM REAR.
The BOY looks over edge and down. He PICKS UP a blob of the sticky GOO and THROWS IT over the edge. He PAUSES, listening.

After a long PAUSE, we HEAR the faint echoing VOICE of the CAT.

CAT
Hey, what do you think you're doing socking me with this stuff?!

BOY takes two steps backward and NODS a "So there!" at the O.S. CAT. He TURNS, quickly and starts to WALK but "TAKES" UP O.S. comically and FALLS BACK ON HIS BEHIND in the GOO.

P.O.V. EXT. UPSHOT
THE GHASTLY GLOOMSTER.

HE TOWERS over CAMERA, rising in exaggerated forced perspective. He REGARDS O.S. BOY with a SCOWL.

GLOOMSTER'S P.O.V. EXT. DOWNSHOT: BOY
BOY is TERRIFIED. He SCOOTS backward through the GOO, then STOPS. He REACHES under his CAP and REMOVES the CLOVER BLOSSOM and CLUTCHES it like a talisman. He CLOSES HIS EYES and QUIVERS, waiting to be gobbled up. An enormous HAND REACHES down from extreme FOREGROUND looking ominous as it approaches BOY.

GLOOMSTER (extremely gentle V.O.)
Please, pal, try not to jump out of your skin.

GLOOMSTER'S HAND TOUCHES BOY'S SHOULDER. It is surprisingly gentle. BOY OPENS his eyes and LOOKS at the BLOSSOM. He LOOKS over at GLOOMSTER'S HAND on his shoulder, then UP O.S. at GLOOMSTER.

P.O.V. UPSHOT GLOOMSTER.
He BENDS DOWN close to CAMERA. His FACE is more concerned than intimidating.

GLOOMSTER
If you do, it's not easy to jump back in.

HE LOOKS O.S. as if someone might be coming. Then back down at O.S. BOY:

GLOOMSTER
You're looking a trifle worried... Yes?

He STRAIGHTENS back up and AWAY from CAMERA INTO forced perspective.

MEDIUM SHOT GLOOMSTER AND SEATED BOY.
GLOOMSTER finishes straightening and begins to WALK a slow circle around BOY. We HEAR the disgusting SUCKING SOUNDS with each step.

GLOOMSTER
Quite most definitely you do.

MEDIUM ANGLE ON BOY
He LOOKS UP at O.S. GLOOMSTER. We SEE GLOOMSTER'S FEET PASSING in front of BOY as GLOOMSTER WALKS.

GLOOMSTER
And I take **great** interest in such matters.

BOY LOOKS down at GLOOMSTER'S FEET as they pass and slowly REPLACES CLOVER BLOSSOM under his HAT. He REACTS to the SOUND.

GLOOMSTER (V.O.)
Just what **is** it worrying you**?**

BOY thinks his problem must surely be obvious. He GESTURES to everything all around him. We SEE GLOOMSTER'S LEGS walking behind him.

GLOOMSTER starts to LAUGH a bellowing guffaw. BOY LOOKS up over his SHOULDER and O.S.

P.O.V. UPSHOT GLOOMSTER
He towers over BOY.

GLOOMSTER
You think **you** got worries?
Let me tell you what worries **me**!

MEDIUM LONGSHOT ON GLOOMSTER AND BOY.
BOY SITS FACING ENORMOUS STANDING GLOOMSTER.
AS GLOOMSTER SPEAKS he slowly begins to SINK into the pink GOO.
CAMERA DRIFTS IN with the changing composition.

GLOOMSTER
Some days I get down in the dumps.
I pull my hair right out in clumps.

GLOOMSTER PULLS a clump of hair off in each hand and PRESENTS them to the BOY. BOY doesn't know what to do with them.

GLOOMSTER SITS DOWN in the GOO with a bump.

MEDIUM SHOT GLOOMSTER

GLOOMSTER (shaking his head)
Oh, I do worry, worry, worry!

He SQUIRMS in the goo. Something doesn't feel right. He REACHES down into the goo under himself and pulls out a DOORKNOB.

GLOOMSTER (a bit surprised)
I even worry about **doorknobs!**

He TOSSES DOORKNOB O.S. to BOY.

MEDIUM SHOT
BOY SITTING IN GOO, now a perfect mirror of GLOOMSTER.
DOORKNOB ENTERS, BOY DROPS hair to CATCH DOORKNOB.

MEDIUM SHOT PAST FOREGROUND BOY TO GLOOMSTER.

GLOOMSTER (hiking skirt over knees)
I worry about my aching knees.
I worry every time I hear a sneeze.

There is a sudden DISTURBANCE in the GOO next to the BOY. A thick BUBBLE forms and then POPS with the muffled SOUND of a SNEEZE. BOY REACTS.

GLOOMSTER (cont. spoken song)
I worry about getting stung by bees.

He SWIPES at the air around his head.

GLOOMSTER (cont. spoken)
I worry about bad smelling cheeze.

He PICKS UP a small wad of pink GOO and sniffs at it distastefully.

GLOOMSTER
AND...

He leans down toward the GOO between them.

GLOOMSTER'S P.O.V. DOWNSHOT: GOO FRAMED BY BOTH SET OF LEGS.
GLOOMSTER'S FINGERS "DRAW" IN THE GOO.

GLOOMSTER
I also worry about commas...
question marks...
exclamation points...
AND...parenth-a-sees!

CAMERA TILTS UP TO CONCERNED BOY.

GLOOMSTER (V.O.)
I worry about prices going up by the hour.

BOY begins to wobble and RISE slowly in the field.

LOW LONGSHOT: GLOOMSTER AND BOY
BOY IS RISING on a sawtooth GRAPH made of pink GOO.

GLOOMSTER (cont. spoken)
...And the diminishment of buying power.

The GRAPH continues but in a downward angle forming a kind of PLATFORM of GOO upon which the BOY SITS.

GLOOMSTER (cont.)
And why my mother-in-law is so sour.

A blob of goo erupts under the BOY, pushing him higher. The blob forms a gooey SOUR-FACED WOMAN looking up at BOY.

DOWNSHOT PAST BOY TO SEATED GLOOMSTER.

GLOOMSTER
And that leaky faucet in my shower.

CAMERA CRANES BACK as SHOWER FIXTURE ERUPTS from top of WOMAN'S HEAD and PUSHES BOY UP even higher. He LOOKS all around as he SITS precariously balanced on the wobbly SHOWERHEAD.

MEDIUM UPSHOT: BOY straddling FIXTURE.

GLOOMSTER (V.O.)
And of course I worry about the Eiffel Tower!

BOY RISES comically away in perspective as a giant, doughy pink EIFFEL TOWER BURSTS up under him.

LONGSHOT. BOY RISING ON EIFFEL TOWER.

DOWNSHOT: GLOOMSTER GROVELLING in goo. CAMERA SWAYS.

GLOOMSTER (cont.)
Futhermore...
I worry about cholesterol.
And why are Pygmies never tall?
And why are giants never small?

As he speaks, vague FORMS arise in the goo like bubbling oatmeal. Some burst like thick bubbles, others simply recede back into the goo.

UPSHOT: BOY "RIDING" swaying GOO TOWER.

GLOOMSTER (cont.)
I worry about mortgages, marriage
and divorces.

Pink WEDDING CAKE erupts next to BOY, then begins to MELT back down. The VARIOUS IMAGES start making the TOWER dangerously top heavy.

GLOOMSTER (cont.)
Bicycle tire punctures
and betting on the horses.
The greenhouse effect!
And the vanishing ozone layer!
I worry about inflation
and the chocolate eclair!

INTERCUT: BOY AND GLOOMSTER worrying in their respective goo. BOY still clutching doorknob.

GLOOMSTER (cont.)
My boy, I worry about <u>everything</u>
from corned beef and cabbage to
chicken a-la-king!
About pesticides! And roller skates!
Earthquakes! And insurance rates!
Endangered species!
Incipient revolutions!
Juvenile delinquentcy
and abrasions and contusions!

UPSHOT ON TEETERING BOY.

GLOOMSTER (cont.)
I worry, my boy, this crazy world is
gonna crash.
And we'll end up knee deep in trash!

Like a ten-scoop ice-cream cone, the pink TOWER AND BOY finally TOPPLES DOWN toward SCREEN.

P.O.V. DOWNSHOT: CAMERA TRUCKING-IN FAST ON GLOOMSTER

LONGSHOT: GLOOMSTER, BOY AND FALLING GOO-TOWER
The whole mess falls into itself leaving the Boy and Gloomster covered in Pink Goo. The BOY partially DIGS his way out.

CLOSE SHOT - BOY
He looks around for the Gloomster.

MEDIUM SHOT - GLOOMSTER
Half buried in goo, he is talking, but his head is hovering about a foot above his shoulders.

GLOOMSTER'S HEAD
Some days I worry my head off.

He reaches up and yanks his head back on.

MEDIUM SHOT
BOY AND GLOOMSTER WALLOWING IN THE GOO LIKE OLD PALS. GLOOMSTER PUTS HIS HAND ON BOY'S SHOULDER as if he were speaking to a junior partner.

GLOOMSTER
We've a great deal to worry about,
you and I.

GLOOMSTER returns to his self-absorbtion.

GLOOMSTER
Now let's see...
Where was I?
Ah...Ahh yes. Ahh yes!

He starts whole song again. This time, BOY NODS sympathetically to each item.

GLOOMSTER
I worry about my aching knees.
I worry every time I sneeze.

We HEAR the distant O.S. VOICE OF MIGGLES calling the BOY.

CLOSE SHOT ON BOY
He gets that "LOOK". He scrambles up, struggling to free himself from the goo. He LOOKS up O.S.

P.O.V. EXT. LONG UPSHOT.
Through a BREAK in the CLOUDS we see MIGGLE'S TINY BALLOON.
We HEAR her VOICE AND SONG.

MEDIUM SHOT
BOY WAVING up at O.S. MIGGLES as he WALKS away from GLOOMSTER.

GLOOMSTER (V.O.)
I worry about getting stung by bees.
I worry about bad smelling cheese.

EXT. LONG UPSHOT:
MIGGLES' BALLOON DISAPPEARS behind distant CLOUDS.

LOW ANGLE MEDIUM LONGSHOT
BOY WALKING toward CAMERA: GLOOMSTER in BACKGROUND blathering. BOY'S face falls. He half-heartedly WAVES UP O.S. He notices DOORKNOB still in his hand. He winds up to throw it at GLOOMSTER.

GLOOMSTER
I worry about...

LONG SHOT REVERSE ANGLE
GLOOMSTER IN FOREGROUND facing O.S. BOY IN BACKGROUND. BOY THROWS DOORKNOB. GLOOMSTER fields doorknob with a tricky catch without even looking at BOY.

GLOOMSTER
...**doorknobs**! I'd almost forgotten.
I also worry about commas,
question marks...etc., etc.

MEDIUM SHOT BOY
He TURNS and continues walking quickly away from O.S. GLOOMSTER. He looks skyward. We HEAR the fading O.S. voice of the GLOOMSTER.

LONGER SHOT: BOY
Half walking, half running, he gives a wave, then slows, sadly. The pink GOO begins to thin to hard desert ground.

CUT TO:

EXT. DESERT
Tiny BOY WALKS ALONE in fading sunset. HE LOOKS UP sadly toward the sky.

CUT TO:

EDGE OF SLUMP PLATEAU.
We HEAR huffing and puffing along with O.S. GLOOMSTER'S VOICE. The CAT slowly climbs up through the goo into view. He's exhausted. Slipping and wheezing, he labors up and over. He gets to his feet and FOLLOWS BOY'S TRAIL comically avoiding blathering GLOOMSTER.

CUT TO:

MEDIUM SHOT
BOY WALKING dejectedly looking down. We HEAR a faint CREAKING SOUND with each step.

CLOSER ON BOY
He HEARS SOUND and thinks it might be his knee. He STOPS but the CREAKING CONTINUES. An ancient toothless VOICE cuts the silence.

OLD GEEZER (V.O.)
If you're gonna wait...

BOY LOOKS O.S. toward voice.
MEDIUM ANGLE. An old GEEZER sits in a rickety rocking chair in the middle of nowhere.

OLD GEEZER
...you better get in line, bub.

SHOT WIDENS to REVEAL a dilapidated arched SIGN: THE WAITING PLACE.

OLD GEEZER
Nothin' here but
people...just waitimg.

He gestures O.S.
LONG PAN ACROSS open desert with various groups and individuals WAITING. There are only the most minimal hints of any structures.

OLD GEEZER (V.O. almost proudly)
...Waiting for a bus to go...
or a train to come...
or a plane to go.

Or the mail to come.
Or the rain to go.

Or the phone to ring.
Or the snow to snow.

CAMERA STOPS PANNING abruptly on a specific line of "waiters". They STAND in front of an open window frame labeled MISSING PERSONS. There is no one behind the window, but there is a small SIGN reading BACK IN FIVE MINUTES. There are cobwebs on the sign.

MEDIUM SHOT
BOY LOOKS toward sky, then back toward O.S. LINE. He EXITS scene.

ANGLE ON "MISSING PERSONS" LINE.
BOY ENTERS and stands in line.

OLD GEEZER (V.O.)
Or waiting around
for a Yes or a No.
Or waiting for their
hair to grow.

BOY LOOKS AROUND him.
P.O.V. ON VARIOUS GROUPS WAITING.

GEEZER (V.O.)
Yup! Everyone just waiting.
Waiting for the fish to bite.
Waiting for the wind to fly a kite.
Or waiting around for Friday night.
Or waiting, perhaps, for their Uncle
Jake.
Or a pot to boil.
Or a better break. (pause)

ANGLE ON BOY at end of LINE.
He is looking around.

GEEZER (V.O.)
(clears throat)If you're gonna wait,
Better get in line, bub!

BOY reacts to line and LOOKS O.S.

ANGLE ON APPROACHING CAT.
He is winded and a bit self-conscious.

WIDER SHOT ON BOY IN LINE.
CAT ENTERS awkwardly, as if he's late for the theater. He stands behind the BOY for an awkward moment.

GEEZER (V.O.)
...Or a string of pearls, or a pair of
pants.
Or a wig with curls, Or another chance.
(deep contented sigh) Everybody...just waiting.

BOY dutifully waiting;

CAT ("making conversation")
So, uh... Who're we waiting for?

BOY, irritated at such an insensitive question, POINTS to the sky.

CAT nods, knowingly.

CAT
Ahh... Little Miss "Sing-along."

He LOOKS at WINDOW FRAME doubtfully.

CAT WANDERS away, unobtrusively. He looks furtively over his shoulder.

ANGLE ON BOY. He pitifully waits, expecting someone momentarily.

MEDIUM SHOT ON CAT
He walks out of view of BOY and starts GESTURING O.S. with his UMBRELLA. He glances back at O.S. BOY.

LONGER SHOT OF WAITING BOY.
He taps his foot and quietly HUMS MIGGLES' THEME.

ANGLE ON CAT
He has "created" a CAT PSYCHIATRIST" DOUBLE of himself. CAT is lying on a couch mumbling. CAT PSYCHIATRIST WRITES furiously on a clipboard.

CUT TO:

ANGLE ON MIGGLES' BALLOON
She is flying somewhere over the SLUMP searching for the BOY. She CALLS to him, vainly looking down with binoculars.

CUT TO:

BOY IN LINE.
As he waits, something O.S. catches his eye.

MEDIUM LONGSHOT; HUNCH
An odd little creature stands, in the distance, hands on hips looking at O.S. BOY. The creature wears a FINGER HAT which points skyward.

ANOTHER ANGLE ON BOY
He LOOKS UP, then eagerly back at O.S. HUNCH.

MEDIUM LONGSHOT
HUNCH'S HAT "HAND" now motions for BOY to follow him.

CLOSE SHOT
BOY LOOKS up toward sky, then BACK to O.S. HUNCH. HE LOOKS AROUND, then starts to FOLLOW the HUNCH.

ANGLE ON CAT AND CAT PSYCHIATRIST
CAT, in mid-sentence, catches something out of the corner of his eye.

P.O.V. LONGSHOT
BOY WANDERING OFF into the DESERT.

MEDIUM SHOT
CAT LEAPS UP off of couch and SWEEPS the PSYCHIATRIST and COUCH AWAY with a wave of his UMBRELLA. CAT RUNS O.S. after BOY.

MEDIUM SHOT
BOY reaches the spot where the HUNCH was standing. HE STOPS and LOOKS AROUND. We HEAR only the WIND.

CAT ENTERS and RAISES his HAND TO SPEAK. BOY REACTS O.S. CAT stops and REACTS O.S.

P.O.V. LONGSHOT
HUNCH STANDS atop a HILL. His FINGER-HAT POINTS TOWARD THE SKY.

MEDIUM SHOT ON BOY AND CAT.
BOY LOOKS UP AT CAT BEAMING. BOY RUNS O.S. CAT "shifts gears" and FOLLOWS BOY.

MEDIUM LONG ANGLE ON HILL.
BOY FROM REAR as he reaches the top. CAT ENTERS and as <u>he</u> reaches top of the HILL CAMERA CRANES UP TO REVEAL:

EXT. QUANDRYTOWN; NIGHT
An eerie, dark, maze-like town of odd arches and angles. It spreads out below the CAT AND BOY into the distance.

There is a gated opening in the thick outer WALL above which hangs a Gothic sign reading QUANDRYTOWN.

MEDIUM CLOSE SHOT
BOY AND CAT look down O.S.

CAT (quietly)
You've come to a place where the streets are not marked.
Some windows are lighted but mostly they're darked.

We HEAR an O.S. metallic SQUEAK.
MEDIUM SHOT
GATE
The little HUNCH is inside the wall, opening the GATE. His HAT gestures "c'mon." He ZIPS O.S. behind the WALL.

ANGLE ON CAT AND BOY.

CAT
A place you could sprain both your elbow and chin!
Do you dare to stay out? Do you dare to go in?

The BOY makes a couple of semi-starts and stops.

P.O.V. SHOT
PANNING VARIOUS ANGLES OF TOWN corresponding to CAT'S V.O.

CAT (V.O.)
And IF you go in, should you turn left or right...
Or right and three quarters? Or maybe not quite.
Or go around back and sneak in from behind?
Simple it's not...

CLOSE ANGLE ON BOY
CAMERA TRUCKS IN SLOWLY

CAT (V.O.)
...I'm afraid you will find,
for a mind-make-upper to make up his mind.

BOY looks up a O.S. CAT. We HEAR an O.S. throat clearing. BOY LOOKS O.S. toward gate.

MEDIUM SHOT; GATE
The tallest of the OLD POOP quartet stands in the gateway. He wears a FINGER-HAT which points different ways according to the text of the SONG he sings.

BIG HUNCH (sings)
It has always been so.
All a fella needs to know.
Is <u>this</u>-a-way
or <u>that</u>-a-way
the way he oughta go?

The three other members of the QUARTET join in. They, too have FINGER-HATS.

HUNCHES (singing)
There's the short way.
There's the long way.
There's the right way.
There's the wrong way.
Should a fella take the high road?
Or should he take the low?
Well the answer's very, very
very simple don't you know.

All four strike a positive pose, fingers pointing the same way.

HUNCHES
That-a-way, I assure you
is the only way to go!

(Pause) Pointing fingers wilt.

BIG HUNCH (Basso Solo)
Yes, indeed, perhaps, maybe
On the other hand though...
On the other, other,
other, OTHER, OTHER hand though,
it is possibly quite likely
THIS-A-WAY'S the way to go!

All hands pointing in all directions.

The FOUR BIG HUNCHES DISAPPEAR. The SMALL HUNCH APPEARS in the gateway and beckons the BOY to follow him.

ANGLE ON BOY AND CAT.
BOY LOOKS up at CAT, then decides to FOLLOW the HUNCH.

MEDIUM LONGSHOT GATE
LITTLE HUNCH ZIPS behind the wall. The BOY ENTERS, looks back at O.S. CAT, then CONTINUES THROUGH GATE.

This is the beginning of the FOLLOW-YOUR-HUNCH-BALLET.

(See Designs)

Action of ballet will be developed on the storyboard by author, director and composer on the following lines:

Boy follows small Hunch, who walks right through a solid wall.

Boy bumps solid wall. A second Hunch comes through it.

Boy follows him.

Other Hunches compete for Boy's attention. They all lead him into Nowhere Situations.

The BOY tries valiantly to catch up to and follow each competing HUNCH. The pace quickens to a frenzied CHASE through the hopeless MAZE of QUANDRYTOWN. Each HUNCH manages to disappear just as the BOY begins to catch up to him.

Finally, with the HUNCHES BATTLING among themselves for his attention, the BOY RACES in pursuit around a corner and down a dim hallway.

At the end of the hall stands SNEAKY. He casually points O.S. The BOY RACES past and O.S. in the same direction.

INT. SHADOW HALL
The BOY finds himself in an even darker labyrinth of corridors.

There is a giant SHADOW of his body on the wall behind him. The BOY NOTICES it and continues WALKING as it follows him step for step. The SHADOW begins to take on a life of its own. It MOTIONS for another SHADOW to join it. Then another.

The BOY LOOKS up at the WALL and the SHADOWS follow his every move. When he LOOKS AWAY they conspire to attack.

Soon, the number of shadows strikes the Boy as odd. He STOPS AND FACES them. He raises his hand - the shadows follow suit. He raises his other hand - so do the shadows in unison. He raises a leg - the shadows raise theirs.

Except for ONE SHADOW WITH BAD BALANCE - who shakes a bit and falls over.

The Boy is frightened, now, and starts to run. The SHADOWS CHASE HIM IN HOT PURSUIT. We HEAR multiple SNEAKY LAUGHS. The angular walls of the eerie passageway seem to shrink as the BOY RUNS toward the only escape: a small off-kilter DOOR at the end of the corridor.

He BURSTS THROUGH the DOOR and SCREAMS.

BOY

AAAHHHA!

P.O.V.
He is standing on the edge of an ABYSS, his feet balancing precariously on the ledge.

MIGGLES' VOICE (O.S.)
THERE you are!

MEDIUM SHOT
BOY LOOKS UP, shocked.

MEDIUM LONG UPSHOT
MIGGLES LEANS out of her BALLOON as it DESCENDS.

MIGGLES
I've been looking all OVER for you!

P.O.V. DOWNSHOT:
BOY STANDS hesitantly. He LOOKS O.S. behind him, then back UP AT MIGGLES. We HEAR approaching SHADOW LAUGHS.

ANGLE ON BALLOON AND BOY
MIGGLES deftly pilots the balloon down opposite the BOY. She is only able to get it relatively close to the edge of the cliff.

SHOT PAST BOY TO MIGGLES IN BASKET.
It's too far for BOY to jump. He LOOKS BACK O.S. past CAMERA. We HEAR LAUGHTER and RUNNING FOOTSTEPS.

MIGGLES
Well...?! **C'mon!**

The BOY TURNS.

MEDIUM CLOSE ON BOY.
He CLOSES HIS EYES and takes a LEAP.

MEDIUM LONGSHOT
BOY LEAPS the chasm.

MEDIUM CLOSE ON MIGGLES IN BASKET.
The BOY ENTERS, misses edge of basket. SHOT WIDENS as he CLINGS to the side and starts to SLIDE DOWN.

MIGGLES
Ooops. Almost

She reaches down.

P.O.V. DOWNSHOT:
BOY REACHES up but can't quite reach Miggles' hand. He continues SLIDING and FALLS AWAY into the abyss.

BOY
AHHHHHH!!

MIGGLES casually steers her BALLOON down after him. The balloon overtakes him and scoops him up into her basket.

LONGSHOT
BALLOON ANGLES BACK UP.

MEDIUM SHOT INT. BALLOON BASKET.
FOREGROUND MIGGLES pilots the BALLOON looking O.S. The BOY sits crumpled in the bottom of the basket, his life passing before his eyes.

MIGGLES (spoken to Boy)
Why DO you go
to such crummy-slummy places?
Maybe you're just one of those
absolutely hopeless cases.

BOY is still getting over his near death ordeal.

MIGGLES (starting to sing)
Why DO you put up with
such low brow guff
when there is available
a great abundance of
much better high-class stuff...?

LONG UPSHOT
THE BALLOON RISES into a glowing pre-dawn SKY.

MIGGLES (v.O. singing)
LIKE...
All those really top-drawer places
I could take you.
All those pretty little baked beans
I could bake you.

INT. BALLOON BASKET

BOY is recovering. He is so happy to be with her. He LOOKS AROUND at all of her PARIPHERNALIA and smiles.

MIGGLES
All those silly songs I'd sing you!
Frilly presents I would bring you!
Opportunity awaits you
without the shadow of a doubt.
There's an overwhelming choice of
first-rate top drawer stuff about!

CAMERA PANS UP TO MIGGLES. She is genuinely warm and appealing.

MIGGLES
LIKE...
All those goofy games I know
that I could show you.
All those daffodils and rambling roses
I could grow you.

BOY gets up and moves toward MIGGLES. SHE TURNS and SMILES, then looks back O.S. ahead.

MIGGLES
All those books that I could read you.
All the pizza I could feed you.
Oh, the places I could lead you!
And...
(quietly) What's more, I sorta need you.
(growing louder) So please forgive me if I emphasize
and sometimes seem to shout:

SHE SHOUTS to the world.

MIGGLES
THERE'S AN OVERWHELMING CHOICE
OF FIRST-RATE TOP-DRAWER STUFF ABOUT.

VARIOUS SHOTS: SUNRISE
MIGGLES AND BOY FLYING
As the MUSIC SWELLS to full orchestration we SEE the two pouring over maps and pointing to the earth below.

EXT. TOWN SQUARE
A sunlit, multi-colored village square full of DANCING CHARACTERS REPRISING HER SONG. It is a combination International Bazaar and Mardi Gras celebration.

The balloon lands amidst the carnival scene. The BOY AND MIGGLES are GREETED BY THE MAYOR as if they were expected. The SONG becomes a multi-ethnic/cultural celebration of "having one's own voice."

MIGGLES AND BOY MERGE with the crowd and find themselves in a teeming throng of international characters. They walk through a chaotic marketplace of stalls and displays in a Seussian collision of Calcutta, Marrekesh, Jerusalem and Main Street, U.S.A. At one point, a shifty-eyed BALLOON VENDOR crowds in.

BALLOON VENDOR
My dear young chap, I am delighted
that you happened by.
I am so happy that my square blue
balloon has caught your eye.
And I think that you should have it.
And I'll tell you why.

CLOSE-UP
MIGGLES AND BOY LOOK AT ONE ANOTHER, AMUSED.

BALLOON VENDOR
Those old fashioned round balloons,
I'm sure you have found,
are stuffed with plain old-fashioned
air that is round.
But my square blue balloon,
well... the reason that it's rare
is because, my dear fellow,
it is stuffed with square air!

Boy is doubtful, but he's getting sold.

Vendor puts string into Boy's hands.

CUT TO:

TOWN SQUARE
CAT ENTERS, huffing and puffing. He sees the BALLOON but no kids. He scans "over" the crowd.

CUT TO:

EXT. MARKETPLACE
BOY, MIGGLES AND BALLOON VENDOR

BALLOON VENDOR
Lucky you!
And, dear boy you can have it
for two dollars flat.
Where else can you find
a great bargain like that?

BOY is sold.

NEW VOICE (O.S.)
Hold on there young fella!

BOY freezes.

BALLOON VENDOR, furious, glares as BOY AND MIGGLES look around the corner.

CAMERA PANS, revealing INVISIBLE BEAR VENDOR. He holds a rope that is tied to an empty collar that hovers in the air.

INVISIBLE BEAR VENDOR
He calls that a bargain!
Humph! That's not so great.
Let me offer you something
for One-ninety-eight!

COLLAR begins jerking around. VENDOR yanks rope, getting COLLAR under control.

INVISIBLE BEAR VENDOR
You're a fortunate boy
for it happens that I
can offer a product
that smart buyers buy.
Inside of that collar
you see in the air
is something that no-one
has seen anywhere!

COLLAR does slow figure eights in the air.

CHILDRENS' heads follow movement hypnotically. They look at one another and laugh.

INVISIBLE BEAR VENDOR
But I give you my word.
I assure you he's there!
And I'm offering you
for a price that's quite fair
my wonderfully well-trained
Invisible Bear!

BALLOON VENDOR is getting real annoyed.

The COLLAR is now doing graceful loops as the INVISIBLE BEAR dances.

CAMERA PANS UP AND AWAY TO SNEAKY standing above the crowd on the base of a lampost. His mind races as he listens O.S.

CROSS-CUT BETWEEN CAT, VENDORS/KIDS AND SNEAKY:

CAT fully engulfed in the throng. Taller than most, he sees over the crowd and spots BALLOON/BEAR VENDOR commotion. He sees THE BOY AND MIGGLES and gets an "Isn't that adorable?" expression. Only then does he notice:

SNEAKY DESCENDING from the lampost and into the CROWD toward BOY AND MIGGLES.

INVISIBLE BEAR VENDOR (V.O.)
Now, this great Dancing Bear
that I'm letting go cheap,
is SO cheap to buy.
And he's cheaper to keep!

CAT SEES the inevitable. He PUSHES through the crowd, but can't make much progress. He RAISES HIS UMBRELLA, looks upward over his shoulder, then LOWERS IT again.

He PRESSES ON, sweating.

The two VENDORS continue their hustle.

INVISIBLE BEAR VENDOR
An Invisible Bear doesn't have
to be fed.
And you won't have to buy him
a toothbrush or bed.

VENDOR hands the BOY THE ROPE. BOY has his hands full with that and the string of the bobbing balloon.

INVISIBLE BEAR VENDOR
He can ride on a bus
and you won't have to pay.

CAMERA PANS DOWN to SNEAKY at foot level lighting FIRECRACKERS.
INTER-CUT:
CAT STRUGGLES against the crowd.

BOY AND MIGGLES innocently absorbed in "hustle."

INVISIBLE BEAR VENDOR (V.O.)
Oh think of the money
you'll save every day.

SNEAKY RECEDES from the lit firecrackers into the crowd.

INVISIBLE BEAR VENDOR (V.O.)
My dear young man
he should be yours!

WIDER SHOT of KIDS and VENDORS framed by the crowd. We HEAR SUDDEN EXPLOSIONS.

CHARACTERS IN EXTREME FOREGROUND block the scene in a blur of movement. We HEAR O.S. SHOUTS AND SCREAMS.

CLOSE-UP
CAT, panicked, LOOKS UP

UPSHOT
BALLOON AND TANGLED COLLAR SAIL AWAY.

CUT TO:

MIGGLES, she LOOKS AT BOY
CLOSE SHOT ON BOY
He LOOKS at his EMPTY FIST. He OPENS IT. He LOOKS UP, THEN AT MIGGLES.

CROWD TURNS from panic to laughter.

The ANGRY VENDORS LOOK DOWN AT BOY.

MIGGLES GRABS BOY'S EMPTY HAND and together they break for it into the crowd, laughing.

ANGRY VENDORS V.O. (fading, lost in crowd walla)
You pay for da balloon!
You pay for the bear!

ANGLE ON CAT
He is dazed, relieved and near heart failure. He sees his "mission" and heads for SNEAKY.

LONG DOWNSHOT - TOWN SQUARE
SONG CONTINUES as BOY AND MIGGLES complete circle through market-place. They lead a PARADE toward a comical STATUE OF THE MAYOR.

The SONG reaches its peak where the individual VOICES "LEAD" to MIGGLES and the BOY.
The MAYOR proudly looks on.

CUT TO:

CAT WHISPERING to a VENDOR back in the marketplace. The VENDOR NODS and SMILES.

CUT TO:

MAYOR AND KIDS
As the VOICES of the townspeople reach an anticipatory CLIMAX, the MAYOR GESTURES TO MIGGLES.

MIGGLES steps out and SINGS HER PART in perfect harmony.

CUT TO:

SNEAKY

He CRUISES through the crowd toward SQUARE. A comic, thinly disguised CAT TAPS HIM ON THE SHOULDER. He tries to DISTRACT SNEAKY with various TRINKETS. SNEAKY continues looking O.S. toward SQUARE.

In desperation, CAT uses UMBRELLA to create a real prize. He GLANCES UPWARD with guilt.

SNEAKY'S EYES WIDEN

CUT TO:

TOWN SQUARE

SONG is leading to the BOY.
MAYOR AND MIGGLES step toward him as MIGGLES FINISHES her verse.

CUT TO:

CAT AND SNEAKY

CAT'S plan is backfiring! SNEAKY doesn't want the toy, he wants the UMBRELLA.

SNEAKY
Hey, this is a great doohickey.
Ever think of selling it?

CAT (laughing at the mere thought of it)
Oh... Oh no!
Oh no, no, no, no, **no**!

SNEAKY is disappointed, but far from finished. He POINTS O.S.

SNEAKY
Look! Isn't that HALLEY'S COMET?!

The CAT falls for it and TURNS.

SNEAKY GRABS THE UMBRELLA and is lost in the crowd.

CAT TURNS BACK AROUND and RECOILS in panic.

CUT TO:

TOWN SQUARE

SONG reaches its peak. MAYOR AND MIGGLES GESTURE to the BOY.
He STEPS OUT smartly, inhales and:
BELLOWS monstrously!

BOY
AAUUGGGUHHHH.....

The SOUND is horrific.
MIGGLES puts her hand to her mouth, then both HANDS OVER HER EARS.

MAYOR BACKS AWAY, tottering down the steps.

CUT TO:

CAT
He STUMBLES wide-eyed and horrified. His lower lip quivers.

VARIOUS QUICK SHOTS:

TOWNSPEOPLE - covering their ears amid crumbling buildings.

STATUE of Mayor teetering.

BOY, still bellowing as if possessed.

CUT TO:

SNEAKY
He stands pointing UMBRELLA at O.S. BOY. He RAISES IT like a fired musket, releasing the BOY.

BOY'S BELLOWING STOPS.

SNEAKY BLOWS imaginary "smoke" from across the "barrel" of the UMBRELLA and sheaths it like a saber.

CLOSE-UP
BOY in open-mouthed shock

MEDIUM CLOSE-UP
MIGGLES staring in shock at BOY. She LOOKS UP O.S.

ANGLE ON MAYOR
SHOT WIDENS to show STATUE TOPPLING above and behind him.
MAYOR TURNS and REACTS.

MEDIUM CLOSE
CAT, LOOKING UP wide-eyed, CAMERA TRUCKS IN AS HE FOLLOWS O.S.
FALLING STATUE. We HEAR enormous CRASH O.S. as CAT WINCES.

SLOW PAN ACROSS TOWN in utter ruin.

MAYOR IN RUBBLE.
He stumbles to his feet.

MAYOR
(gesturing wildly)
Guards! Arrest that...
that... BOY!

Seussian GUARDS ENTER and GRAB BOY.

MIGGLES PROTESTS valiantly, to no avail.

CAT ENTERS helplessly.

The BOY IS DRAGGED OFF BY GUARDS.
MIGGLES FOLLOWS urgently trying to intervene.

The CAT catches up. BOY looks over his shoulder, expectantly.

CAT
My dear young friend
you need a LAWYER!

CAT RUNS off to find one. He STOPS, looks around and hollers back to BOY.

CAT
As a matter of fact,
you need a whole LAW FIRM!

CAT runs off into crowd.

ANGLE FROM REAR ON BOY being carted off by GUARDS. He LOOKS BACK to MIGGLES who follows.

They BOTH LOOK BACK TOWARD O.S. CAT.

FADE OUT.

FADE IN
INT. COURTROOM
It is a massively wood panelled hall. The JUDGE sits behind a fort-like bench. The BOY stands, dwarfed in an English-styled witness box. The JURY sits in a raised box along the wall.

The prosecution-half of the court is packed with spectators. The defense side consists of a tiny MIGGLES sitting alone in the middle of empty benches.

LONG UPSHOT
JUDGE looks down at BOY.

JUDGE
Does the "accused" have legal counsel?

ANGLE ON BOY
He looks up and shrugs, desperately.

QUARTET VOICES (from O.S.)
Ad Hock!
Ad Hock!
Ad Hockity, Hockity, Hock!

FOUR OLD POOPS dressed as LAWYERS ENTER COURTHOUSE followed by CAT. They MARCH to the empty defense table.

QUARTET
Nolley, Prossey.
Ipso Facto!
Nolo Contendry!
Habeus Corpus!
Intee! Dintee! Mintee!
And a Dippity Doo!
Into the courthouse
Y...O...U!

The LEADER (and shortest) of the group SHOUTS COMMANDS as a drill sergeant.

GRIMALKEN
Company...HALT!

Group halts.

GRIMALKEN
About...FACE!

They TURN to face the BENCH.
CAT SITS next to MIGGLES expectantly.

CUT TO:

SNEAKY
Unseen by anyone, he pops up from the crowd and points the UMBRELLA at the O.S. QUARTET.

ANGLE ON QUARTET.
They break into goofy four-man "weave" around table.

QUARTET
(singing)
We are full of jurisprudence,
integrity and pep.
We're Grimalken, Drouberhannus,
Knalbener and Fepp!
So, forget about your troubles!

Never fret! Do not despair!
WE...
Grimalken,
Drouberhannus,
Knalbener
and Fepp...
We're always there!
Your...

THE JUDGE SLAMS his GAVEL, interrupting the song. QUARTET SITS in unison.

JUDGE
(wham!) Splendid!

ANGLE ON SNEAKY
Using a railing as a bridge, he "lines up a billiard shot" with the UMBRELLA toward QUARTET.

JUDGE
Now, then. Present your case.

QUARTET STANDS.
IN UNISON THEY:
OPEN THEIR BRIEFCASES.
REMOVE PAPERS.
TAP PAPERS.
EXCHANGE PAPERS WITH ONE ANOTHER.
PLACE PAPERS IN BRIEFCASES.
CLOSE BRIEFCASES.
SIT DOWN.
THREE of the four begin SNORING.

GRIMALKEN
DEFENSE RESTS, YOUR HONOR!

MEDIUM SHOT
From the crowd, SNEAKY AIMS UMBRELLA O.S. like a gun.

ANGLE ON JUDGE.
He is now wearing a huge WHITE WIG and his gavel has become a giant MALLET. JUDGE SLAMS MALLET as if he is swatting flies.

JUDGE
SCOREKEEPER!
CAMERA ZIP PANS to HONORABLE SCOREKEEPER. He stands in an enormous GAME SHOW SET. He indicates GREEN AND RED BUTTONS on his podium.

SCOREKEEPER
Green button, your side.
Red button, my side.
Should you win a point
I push the green.

MEDIUM CLOSE SHOT
BOY stands helpless in box. JUDGE leans in close and confronts him.

JUDGE
Are you ready for the kickoff, kid?

BOY, beginning to panic, looks around for help.

GRIMALKEN
Ready we are!
And kick off we shall!

GRIMALKEN whispers to his partners.

GRIMALKEN
Ready? On your mark!
Get set. GO!

All four address the jury.

GRIMALKEN
Ladies and gentlemen... from the facts as we construe them, we are inexorably concerned with the parameters and entitlements based upon the dubious accuracy of the accounting procedure which was most definitely <u>not</u> employed.

ANGLE ON CAT
He rolls his eyes and looks down at his WATCH. He is shocked.

P.O.V. WATCH
The "face" is worried. The HAND IS NEARING RED. There are only FOUR HOURS LEFT.

MATCH-DISSOLVE TO:

INT. HOOBER-BLOOB STATION
THE IDENTICAL FACE of the giant WALL CLOCK. CAMERA PULLS BACK TO REVEAL frighteningly shrunken HOOBER H.Q.
Hoober-Helpers are hanging off the edges, dangling their feet over infinite space.
The GREAT BLACK WALL is getting closer and closer. The number of crying babies has doubled.
Hoober-Bloob, Assistant and countless Helpers are pressed together like sardines.